Libertarian National Judicial Committee

Petitioner: Hector Roos (Roos et al.)

vs

Respondent: Libertarian National Committee (LNC)

In re: Adoption of Special Investigatory Report and Other Resolutions Adopted at June 9, 2025 Special Meeting

Libertarian National Committee Respondent Brief

Factual Background

On June 9, 2025, the Libertarian National Committee (LNC) convened a special meeting to consider the report of the Special Investigatory Committee (SIC). The meeting was properly noticed pursuant to Article 12 of the Party Bylaws and Policy Manual §1.02.7, with call issued June 2 and agenda posted June 4.
At that meeting, the SIC presented its findings regarding alleged conflicts of interest, concealment, and misuse of Party resources by former Chair Angela McArdle. Two appurtenant resolutions were then adopted, which expressed the LNC's judgment that Ms. McArdle had violated fiduciary duties and recommended structural reforms to prevent recurrence.
Petitioners now appeal, claiming (1) that the SIC Report was not properly noticed, and (2) that its adoption constituted "misrepresentation" in violation of the Party's Statement of Principles (SoP) and Article 3 of the Bylaws.
The LNC submits that both claims fail. For convenience references by the respondent will be with respect to the Exhibits provided by the petitioner.

Argument

Notice Requirements

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 adoption of the SIC report was explicitly mentioned in the call of the meeting.

The petitioner asserts in their argument that the SIC report does not meet the requirements for previous notice. For reference, 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).

As far as notice requirements in RONR are concerned, RONR 9:15-16 generally controls special called meetings. 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 petitioner offers 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 petitioner is 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.

To top everything off, Mr. Jonathan Jacobs, RP, CPP—parliamentarian and a co-petitioner—publicly conceded at the August 24, 2025, LNC meeting that the motion to adopt the Report was in order, if imprudent.

At worst, members had limited time for review, but limited review does not equate to lack of notice. The rule protects absentees, and all members were present and able to vote.

Statement of Principles

Petitioners contend that adoption of the SIC Report violated Article 3 of the Bylaws, which incorporates the Statement of Principles (SoP). They argue that alleged "misrepresentations" in the Report constitute a violation of the SoP's opposition to fraud and misrepresentation. The full text of Article 3 of the Bylaws states:

> ***"ARTICLE 3: STATEMENT OF PRINCIPLES AND PLATFORM***
> *1. The Statement of Principles affirms that philosophy upon which the Libertarian Party is founded, by which it shall be sustained, and through which liberty shall prevail. The enduring importance of the Statement of Principles requires that it may be amended only by a vote of 7/8 of all registered delegates at a regular convention.*
> *2. The Party platform shall include, but not be limited to, the Statement of Principles and the implementation of those principles in the form of planks.*
> *3. The current platform shall serve as the basis of all future platforms. The existing platform may be amended only at regular conventions. A platform plank may be deleted by majority vote. New planks or amendments to existing planks require a 2/3 vote."*

While Article 3 clearly states the purpose of the Statement of Principles, how it can be amended, and its relationship with the party platform, shockingly it does not actually state that LNC actions are bound by the Statement of Principles.

Regarding the Judicial Committee precedent set by *Epstein v. LNC (2015)* [Exhibit 16] and in *McVay Hinds v. LNC (2022)* [Exhibit 17], it is not binding. A cursory examination of the majority opinion in *Epstein v. LNC (2015)*, which explicitly rescinded the JC majority decision in *Wagner v. LNC (2011)*, obviates that JC precedent is non-binding. The majority opinion in *McVay Hinds v. LNC (2022)* is even more explicit as section 7, paragraph 3 states:

> *"The JC must apply the national bylaws to the instant case in properly appealed disputes. There is no bylaw which says past JC rulings on similar-fact-pattern cases constitute binding precedent, such that a mistake made by a previous JC would compel a later JC to live with the same mistake. That is not a rule of our organization, thus it cannot compel us. Even if we were bound by past precedent, the 2011 JC opinion was*

specifically rescinded by a later JC opinion in 2015 (see attached). Moreover, even in government courts, the doctrine of precedent only requires lower courts to take higher court rulings into account."

But even supposing JC precedent is binding, the fact patterns in both *Epstein v. LNC (2015)* and *McVay Hinds v. LNC (2022)* are vastly different from *Roos v. LNC*. Both *Epstein v. LNC (2015)* and *McVay Hinds v. LNC (2022)* were cases regarding constructive disaffiliation of the Oregon and Delaware state affiliates respectively, whereas *Roos v. LNC* seeks to void a properly noticed motion by the LNC to adopt a report regarding potential conflicts of interest and improper business practices. Unlike the LNC or its individual members, affiliates are explicitly prohibited from taking actions inconsistent with the Statement of Principles in Article 5.2 and 5.4 of the Bylaws, which state:

"[5.]2. The National Committee shall charter state-level affiliate parties from any qualifying organization requesting such status in each state, territory, and the District of Columbia (hereinafter, state). Organizations which wish to become state-level affiliate parties shall apply for such status on a standard petition form as adopted by the National Committee, which petition shall be signed by no fewer than ten members of the Party residing in the appropriate state. Affiliate party status shall be granted only to those organizations which adopt the Statement of Principles and file a copy of their constitution and/or bylaws with the Party Secretary.

[5.]4. No affiliate party shall endorse any candidate who is a member of another party for public office in any partisan election. No affiliate party shall take any action inconsistent with the Statement of Principles or these bylaws."

The LNC maintains that it is not bound by the Statement of Principles and further asserts that the Statement of Principles is a philosophical foundation and not a self-executing disciplinary code. Treating the Statement of Principles as a self-executing disciplinary code could have dangerous future implications. For example, the accusation levied by the petitioner is that the LNC violated the clause that the Party "support[s] the prohibition of robbery, trespass, fraud, and misrepresentation." Given that all the listed behaviors generally require some degree of intent, it would be prudent to interpret misrepresentation in this context as willful or intentional misrepresentation. Otherwise, if the JC were to rule that misrepresentation in this context includes unintentional misrepresentation and rule against the LNC on that basis absurd results would follow—Party leaders could be censured for misstating a fact in a press release or even a personal remark. By that standard even spelling and syntax errors in quotations could become the basis for future appeals. However, requiring an element of intent brings its own set of problems. Namely, what a reasonable standard for determining intent is. The LNC leaves the JC to consider what would be considered a reasonable standard for intent and proceeds to defend itself against the allegations of the petitioner.

Deficiencies with the "Factual Background" provided by the Petitioner

Regarding accusations that LNC Secretary Caryn Ann Harlos and Region 4 Representative Meredith Hays were involved in drafting the SIC report [Roos Appeal, Pages 4-6], the metadata of the final copy of the June 9, 2025, minutes indicates that the document was created on June 8, 2025, at 2:48 PM CDT. This means that the exchange in the margin of the minutes had to have taken place after the release of the SIC report, but before the June 9 meeting. It explains why the wording of the two resolutions introduced on June 9 was different than the wording used in the actual SIC report itself. Thus, Ms. Hays and Ms. Harlos were involved in the wording of the resolutions introduced at the June 9 meeting, but not the original wording in the SIC report itself.

The petitioner alleges that the filing of the Motion to Dismiss the *Vest v. LNC* lawsuit by LNC counsel on August 1, 2025, contradicts the legal strategy established by the SIC report. [Roos Appeal, Pages 7-8] The petitioner erroneously claims that the SIC Report established that the LNC legal strategy was to join the Vest lawsuit. The fact of the matter is that the exact opposite is true. The full text of the last paragraph of SIC recommendation 5 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."*
>
> [Emphasis added]

The Nature of the Complaints against the SIC Report

One of the primary arguments against the SIC report appears to be that the report was not independent or that it was biased against Ms. McArdle. [Roos Appeal, Pages 16-17] The fact of the matter is that no one was paid to be on the SIC and no one stood to gain anything of material value by being on the SIC. If anything, the LNC members that volunteered their time to be on the SIC lost countless hours that could have been spent elsewhere. As for bias against Ms. McArdle, as stated on page 2 of the SIC report, both Ms. McArdle and Austin Padgett were solicited for interviews but either declined or ignored such requests. That was their prerogative. The SIC was merely an investigatory committee, it didn't have subpoena power. As noted in the petitioner's "factual background", the original disciplinary investigatory committee was voluntarily dissolved once Ms. McArdle resigned. [Roos Appeal, Page 3] Furthermore, the purpose of the SIC formed thereafter was to "investigate issues of conflict of interest and business practices of the Libertarian National Committee". [Roos Appeal, Page 3] This investigation centered around the actions taken in connection with Freedom Calls, LLC and Swing Vote Strategist.

Given the non-participation by key figures such as Ms. McArdle and Austin Padgett, the SIC was forced to rely on evidence that was produced elsewhere. The findings and conclusions drawn by the SIC were based on the evidence provided. Had any exculpatory evidence been provided it may have altered the key findings and conclusions substantially. However, no exculpatory evidence was provided. Instead, the petitioner, Ms. McArdle, and others allied with them sought to defend the actions taken by Ms. McArdle and attempted to discredit the findings of the SIC Report. [Exhibits 9 & 10] As an example, the petitioner asserts that there is not enough proper evidence to prove that Austin Padgett is the owner of Freedom Calls and bemoans that the SIC didn't verify the documents provided by Jake Porter. [Roos Appeal, Pages 23-25] Interestingly, at no point has the petitioner asserted that the documents provided by Jake Porter were fake, merely that the SIC supposedly didn't verify the documents provided by Mr. Porter. This assertion by the petitioner is made even more risible given that Ms. McArdle has publicly admitted her connection to Freedom Calls and that Austin Padgett operated it. [Exhibit 9] The petitioner also attempts to portray the "services agreement" with Freedom Calls as not being an actual contract that would be subject to the Policy Manual requirements. [Roos Appeal, Pages 24-25] At the time the "agreement" with Freedom Calls was executed, Section 1.06(3) of the Policy Manual stated:

> *"All contracts or modifications thereto shall be in writing and shall document the nature of the products or services to be provided and the terms and conditions with respect to the amount of compensation/reimbursement or other consideration to be paid.*
>
> *The Chair shall approve any contract in excess of $7,500.*
>
> *All contracts of more than one (1) year in duration or for more than $25,000 shall be reviewed and approved by Counsel prior to signing by the Chair.*

> ***Independent contractors doing business with the LNC are required to sign formal contracts that clearly set forth the parties' intention that they be treated as independent contractors****. All director-level positions must be hired as employees of the organization, contractors must not be in any managerial role and cannot be managed. Each contract for director-level employment along with any related advice from Counsel must be circulated to the LNC on a strictly confidential basis following EPCC approval.*
>
> ***Any proposed contracts or agreements for financial renumeration with a closely related party (legal relative, domestic partner, business associate) to a sitting LNC member or staff member shall be disclosed to the LNC prior to execution and shall be approved by a 2/3 vote of the Executive Committee or a majority vote of the LNC. This relation shall also be disclosed on the LNC's member's listing of potential conflicts of interest.****"*
> *[Emphasis added]*

The documents provided by Jake Porter clearly show that Austin Padgett was the sole proprietor of Freedom Calls, LLC and that over the course of a year at least $45k was paid to Freedom Calls. [Exhibit 11] On paper, Austin Padgett is Freedom Calls. It doesn't matter whether or not Freedom Calls actually turned a profit, the fact is that roughly $45k in LNC funds were paid to Freedom Calls and by extension Austin Padgett, even if just as a pass-through, and that this was never disclosed to the LNC, which is a clear violation of then Section 1.06(3) of the Policy Manual.

The petitioner also appears to take umbrage with the audit of the Freedom Calls call center data performed by Mr. Adrian Malagon. The petitioner presents an alternate explanation that appears to be plausible, if unverifiable. [Roos Appeal, Pages 9-11] However, arguments that the call center performed at industry standards aren't borne out by the raw data analyzed by Mr. Malagon. [SIC Report, Pages 41-57] This doesn't mean that Freedom Calls didn't perform at industry standards, merely that there is no evidence that it did. Mr. Malagon documents his methodology for analyzing the Freedom Calls call data [SIC Report, Page 41] and states that:

> *"The findings and conclusions set forth below are based on the objective raw data that was analyzed and categorized for the benefit of the average reader. The Freedom Calls LLC agreement, detailed below, resulted in a total of 13,738 calls and raised approximately $2,468.57 over the course of 366 days. Under an arm's-length transaction, a fundraising contractor would be expected to complete approximately 52,000 calls during that time frame and raise at the very least as much as they were getting paid. The LNC paid Freedom Calls LLC $49,600, resulting in a net loss of approximately $47,131.43. This was an overpayment of at least $34,000 when compared to the industry standard. As such, the LNC did not receive fair market value for its agreement with Freedom Calls LLC."*

It should be noted that Mr. Malagon is an industry professional that makes a living doing the type of call center work performed by Freedom Calls. His assessment of industry standards is based on his extensive experience in this industry. Mr. Malagon clearly stated his rationale for the audit, and while the petitioner is free to disagree with the standards used by Mr. Malagon it would be a stretch to assert that Mr. Malagon is intentionally misrepresenting the data. As previously noted, even if Freedom Calls had performed at industry standards it wouldn't change the fact that roughly $45k in LNC funds were paid to Freedom Calls without proper authorization. In essence, the petitioners claim of "misrepresentation" is merely dissatisfaction with the SIC Report's conclusions.

Conclusion

The petitioner has requested that the SIC Report be declared null and void for being in violation of the notice requirements of Section 1.02.1 of the Policy Manual. 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 Special Investigatory Committee Report."* 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 the SIC Report is not a bylaws amendment or a special rule 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. Even Mr. Jonathan Jacobs, RP, CPP—parliamentarian and a co-petitioner—publicly conceded at the August 24, 2025, LNC meeting that the motion to adopt the SIC Report was in order.

The petitioner also requests that the SIC report be declared null and void for being in violation of Article 3 of the National Bylaws via the Statement of Principles. First, Article 3 of the Bylaws does not bind the actions of the LNC to the Statement of Principles. Next, even supposing that it did, the petitioner alleges that the SIC report violates the Statement of Principles by way of supposed "misrepresentation". Misrepresentation can be intentional or unintentional, and if unintentional misrepresentation is ruled to be a violation of the Statement of Principles the implications would be catastrophic for the operation of the Party. To prove intentional misrepresentation, one must prove intent, and the petitioner has failed to deliver regarding intent to misrepresent. The fact of the matter is that the SIC operated within the scope of its mandate and that the evidence presented in the SIC report was a product of the evidence collected during the investigation. An investigation that Ms. McArdle and Austin Padgett chose not to participate in, and as such, the SIC had no access to any supposed exculpatory evidence that might have been provided by them. To reiterate, the petitioners claim of "misrepresentation" is merely dissatisfaction with the SIC Report's conclusions.

As such, the LNC humbly requests that the Judicial Committee deny all requested relief by the petitioner and that the decision of the LNC to adopt the SIC Report and related resolutions be upheld.

Respectfully Submitted,

Jonathan McGee,
On behalf of the Libertarian National Committee