

September 28, 2016

Federal Election Commission
Office of General Counsel
999 E Street, N.W.
Washington, DC 20463

Re: Advisory Opinion Request Regarding Qualification as State Party Committee

Dear Commissioners:

I am the Assistant Treasurer of and represent the Libertarian Party of Michigan Executive Committee, Inc. (the "LPM"). Pursuant to 52 U.S.C. § 30108, the LPM, C00403907, seeks an advisory opinion recognizing it as a State committee of the Libertarian National Committee, Inc. (the "LNC").

Consistent with 52 U.S.C. § 30101(15), 11 C.F.R. § 100.14(a), and Advisory Opinion 2015-01 (Green-Rainbow Party), the following qualifications have been met:

1. The LNC qualifies as a political party, as detailed in Advisory Opinion 2010-13 (Libertarian Party of Florida) and Advisory Opinion 1975-129 (National Committee of the Libertarian Party).
2. The LPM is the recognized affiliate of the LNC for the state of Michigan, as detailed in the attached letter from the LNC dated September 16, 2016.
3. The LPM is responsible for the day-to-day functions and operations of a political party at the state level. Specifically:
 - a. The LPM has assisted in placing Gary Johnson on the 2016 general election ballot as a Libertarian candidate for President of the United States. Mr. Johnson qualifies as a "candidate" under 52 U.S.C. § 30101(2) and 11 C.F.R. § 100.3(a).
 - b. The LPM is responsible for organizing state party conventions, supports Libertarian candidates in the state, develops and implements state policy, and manages state operations and other affairs. Consistent with 52 U.S.C. § 30101(15) and 11 C.F.R. § 100.14(a), this is supported by the LPM's current articles of incorporation and bylaws, copies of which are attached.

Letter to Federal Election Commission
September 28, 2016
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Please let me know if you have any questions regarding this request.

Very truly yours,



William W. Hall

WWH/jg
Enclosure(s): LNC State Affiliate Letter
LPM Articles of Incorporation
LPM Bylaws

14961313-1



September 16, 2016

To whom it may concern:

The Libertarian National Committee, Inc. has chartered state-level affiliate parties in all 50 states and the District of Columbia, including the following:

Arkansas Libertarian Party, Inc. dba Libertarian Party of Arkansas
P.O. Box 46730
Little Rock, AR 72214

Libertarian Party of Michigan Executive Committee, Inc.
P.O. Box 27065
Lansing, MI 48909-7065

*Note name correction from letter dated August 31, 2016.

Libertarian Party of Florida
1334 Tampa Road #2
Palm Harbor, FL 34683

Sincerely:

A handwritten signature in blue ink that reads "Wes Benedict".

Wes Benedict
Executive Director

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

LIBERTARIAN PARTY OF MICHIGAN EXECUTIVE COMMITTEE, INC.

ID NUMBER: 792439

received by facsimile transmission on January 19, 2005 is hereby endorsed filed on January 19, 2005 by the Administrator. The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of January, 2005.

A handwritten signature in black ink, appearing to read "Andrew G. Mitchell".

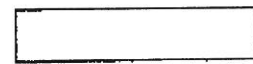
, Director

Bureau of Commercial Services

BCS/CD-502 (Rev. 08/01)

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|---|-----------------------|----------|--|--|-----------------|--|--|---------|--|--|---|--|--|------|-------|----------|--------------|----|-------|
| MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES | | | | | | | | | | | | | | | | | | | |
| Date Received | (FOR BUREAU USE ONLY) | | | | | | | | | | | | | | | | | | |
| This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. | | | | | | | | | | | | | | | | | | | |
| <table border="1" style="width: 100%;"> <tr> <td colspan="3">Name</td> </tr> <tr> <td colspan="3">William W. Hall</td> </tr> <tr> <td colspan="3">Address</td> </tr> <tr> <td colspan="3">Warner Norcross & Judd LLP, 111 Lyon Street NW, Suite 900</td> </tr> <tr> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> <tr> <td>Grand Rapids</td> <td>MI</td> <td>49503</td> </tr> </table> | | Name | | | William W. Hall | | | Address | | | Warner Norcross & Judd LLP, 111 Lyon Street NW, Suite 900 | | | City | State | Zip Code | Grand Rapids | MI | 49503 |
| Name | | | | | | | | | | | | | | | | | | | |
| William W. Hall | | | | | | | | | | | | | | | | | | | |
| Address | | | | | | | | | | | | | | | | | | | |
| Warner Norcross & Judd LLP, 111 Lyon Street NW, Suite 900 | | | | | | | | | | | | | | | | | | | |
| City | State | Zip Code | | | | | | | | | | | | | | | | | |
| Grand Rapids | MI | 49503 | | | | | | | | | | | | | | | | | |
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 If left blank document will be mailed to the registered office.



ARTICLES OF INCORPORATION
 For use by Domestic Nonprofit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

OF

LIBERTARIAN PARTY OF MICHIGAN EXECUTIVE COMMITTEE, INC.

These Articles of Incorporation are signed by the Incorporator for the purpose of forming a nonprofit corporation pursuant to the provisions of Act 162 of the Public Acts of 1982, as follows:

ARTICLE I

The name of the corporation is:

LIBERTARIAN PARTY OF MICHIGAN EXECUTIVE COMMITTEE, INC.

ARTICLE II

The purpose or purposes for which the corporation is organized are:

(a) To serve as the governing body and operational arm of the Libertarian Party of Michigan ("LPM"), the political party designated by the Libertarian National Committee as the affiliate of the Libertarian Party in the State of Michigan;

(b) To serve as the "Executive Committee" of the LPM, as described in the Bylaws of the LPM, and to continue to carry on all functions presently exercised by or in the future delegated to the Executive Committee by the LPM, including, without limitation, the exercise of control and management of all the affairs, properties and funds of the LPM;

(c) To engage in political action, within the meaning of Section 527 of the Internal Revenue Code;

(d) To act as a "political committee" within the meaning of the Michigan Campaign Finance Act and the Federal Election Campaign Act, as they may be amended from time to time;

(e) To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the corporation, and to secure the same by mortgage, pledge or other lien on the corporation's property;

(f) To contribute funds to (i) the political committees of candidates, (ii) political party committees, (iii) political committees supporting or opposing Constitutional amendments, legislative initiatives, legislative referenda and other ballot questions, and/or (iv) other political committees;

(g) To make independent or coordinated expenditures (i) in support of candidates, (ii) in opposition to candidates, (iii) in support of Constitutional amendments, legislative initiatives, legislative referenda and other ballot questions, (iv) in opposition to Constitutional amendments, legislative initiatives, legislative referenda and other ballot questions, and/or (v) in support of other political activities;

(h) To lobby public officials;

(i) To engage in educational, advertising and promotional activities;

(j) To petition for Constitutional amendments, legislative initiatives, legislative referenda and other ballot questions;

(k) To solicit, collect, receive and administer funds;

(l) To contract for the purchase of goods and services;

(m) To rent and maintain office space;

(n) To hire and fire employees;

(o) To sell, convey and dispose of any property and invest and reinvest the property held;

(p) To deal with and distribute the Committee's income and assets in such manner as in the Committee's judgment will best promote its purposes; and

(q) In general, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation of the LPM and to the accomplishment of any of the purposes of the LPM not forbidden, and with all powers conferred upon nonprofit corporations by the laws of the State of Michigan.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities: (A) that would violate the Statement of Principles of the national Libertarian Party, as they now exist or may in the future be amended; (B) not permitted to be carried on by an organization exempt from federal income taxation under Section 527 of the Internal Revenue Code and other related legislation and regulations as they now exist or may in the future be amended; or (C) that would disqualify the corporation from its intended status as a political committee formed for the sole purpose of limiting liability within the meaning of 11 C.F.R. Section 114.12(a) and Rule 169.39b(3) of the Michigan Administrative Code.

ARTICLE III

This corporation is organized upon a nonstock basis.

The amount of assets which this corporation possesses is: Real Property - None;
Personal Property - None.

This corporation is to be financed under the following general plan: solicitation of contributions.

ARTICLE IV

This corporation is organized on a directorship basis.

ARTICLE V

The address of the initial registered office is:

111 Lyon Street, NW, Suite 900
Grand Rapids, Michigan 49503-2487

The name of the initial resident agent at the registered office is:

William W. Hall

ARTICLE VI

The name and address of the Incorporator are:

William W. Hall
Warner Norcross & Judd LLP
111 Lyon Street, NW, Suite 900
Grand Rapids, Michigan 49503-2487

ARTICLE VII

The term of this corporation shall be perpetual.

ARTICLE VIII

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its members, or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor, or member of the corporation, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the members or class of members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing seventy-five percent (75%) in value of the creditors or class of creditors, or of the members or class of members to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the organization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all of the members or class of members and also on this corporation.

ARTICLE IX

A contract or other transaction between this corporation and one or more of its directors or officers, or between this corporation and another corporation, firm or association of any type or kind, in which one or more of this corporation's directors or officers are directors or officers, or are otherwise interested, is not void or voidable solely because of such common directorship, officership or interest, or solely because such directors are present at the meeting of the board or committee thereof which authorizes or approves the contract or transaction, or

solely because their votes are counted for such purpose if:

(a) The contract or other transaction is fair and reasonable to this corporation when it is authorized, approved or ratified; or

(b) The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or known to the board or committee, and the board or committee authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested director; or

(c) The material facts as to the director's or officer's relationship or interest as to the contract or transaction are disclosed or known to the members, and they authorize, approve or ratify the contract or transaction.

ARTICLE X

A volunteer director of the corporation shall not be personally liable to the corporation or its directors or members for monetary damages for a breach of the director's fiduciary duty, except that a volunteer director's liability is not limited for any of the following:

(a) a breach of the director's duty of loyalty to the corporation or its directors or members;

(b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(c) a violation of Section 551(1) of the Michigan Nonprofit Corporation Act, which section relates to the making of unauthorized dividends or distributions;

(d) a transaction from which the director derived an improper personal benefit; and

(e) an act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation or its directors or members for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties as such.

If, after the adoption of this Article, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a volunteer director or director, then a volunteer director of the corporation (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act, not be liable to the corporation or its directors or members, as so amended. No amendment to or alteration, modification, or repeal of this Article

shall increase the liability or alleged liability of any volunteer director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, alteration, modification, or repeal.

ARTICLE XI

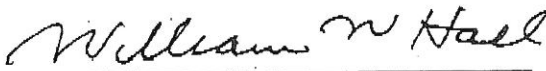
The corporation may assume the liability for all acts or omissions of a nondirector volunteer if all of the following are met:

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) the volunteer was acting in good faith;
- (c) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (d) the volunteer's conduct was not an intentional tort; and
- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

ARTICLE XII

These Articles of Incorporation may be amended, altered, changed or repealed only by the affirmative vote of a majority of the Board of Directors of the corporation.

I, the Incorporator of this corporation, sign these Articles of Incorporation on JANUARY 13, 2005.



William W. Hall

**Preparer's name and business
address and telephone number:**

William W. Hall
Warner Norcross & Judd LLP
111 Lyon Street, NW, Suite 900
Grand Rapids, Michigan 49503-2487
(616) 752-2143

**Name of person or organization
submitting fees:**

Warner Norcross & Judd LLP
111 Lyon Street, NW, Suite 900
Grand Rapids, Michigan 49503-2487
(616) 752-2000
1028662-2



LIBERTARIAN PARTY OF MICHIGAN
 OF ALL THINGS WE HOLD LIFE, LIBERTY AND THE PURSUIT OF HAPPINESS TO BE MOST SACRED

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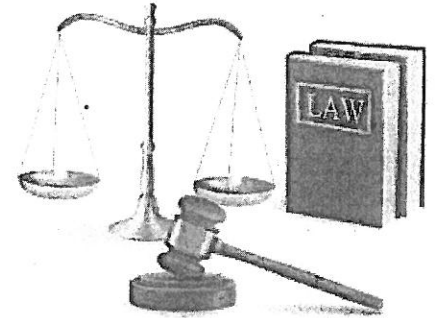
(as amended in convention May 9th, 2015)

I. NAME

The name of this organization shall be the "Libertarian Party of Michigan," hereinafter referred to as the "Party" or "LPM".

II. PURPOSE

The purpose of this organization is to further the principles of individual liberty as expressed in the Statement of Principles of the National Libertarian Party by nominating and working to elect candidates for political office and by entering into political information activities and affiliating with the National Libertarian Party .



III. OFFICERS

1. The officers of the Party shall be a chair, a vice chair, a secretary, a treasurer, and five at-large directors, hereinafter referred to as the "Executive Committee." These are the same individuals who shall serve as the directors of the "Libertarian Party of Michigan Executive Committee, Inc." None of these offices shall be combined. All of these officers shall be elected at a regular convention of the Party by the attending delegates and shall take office immediately upon the close of such convention and shall serve until the final adjournment of the next regular convention.
2. The chair shall preside at all meetings of the Executive Committee and at all conventions. The chair shall be the chief executive officer of the Party. In the absence of directives from the Executive Committee, the chair shall have the authority to speak for, and to generally manage the affairs of, the Party. For purposes of Party representation at all National Libertarian Party conventions, the chair shall be a Michigan delegate and shall serve as head of the Michigan delegation.
3. The vice chair shall act as assistant to the chair and shall perform the duties of the chair in his or her absence. The vice chair shall also act as "affiliates director" helping affiliates organize, forming new affiliates, helping student groups organize and forming new student groups. The vice chair shall also be responsible for organizing seminars to make certain that affiliate officers have the information necessary to work effectively with the LPM.
4. The secretary shall be the recording officer of the Party. Excepting the Party newsletter or press releases, the secretary shall be responsible for all regular communications within the Party and between the Party and outside individuals, groups, and organizations.
5. The treasurer shall receive, expend, and account for the funds of the Party under the supervision and direction of the Executive Committee.
6. The members of the Executive Committee shall meet in such times and places as they shall determine and shall govern all the affairs of the Party.
7. A member of the Executive Committee who misses three consecutive meetings of the Executive Committee or fails to perform his or her fiduciary duties may be removed from the Executive Committee and replaced by a two-thirds vote at a regular meeting of the Executive Committee or a majority vote at convention following a motion for a vote of no confidence. All Executive Committee members must be notified of the intent to removal at least 14 days prior to the meeting. If the chair is so removed, the vice chair shall assume the chair and a new vice chair elected.

8. All officers of the Party must be current members of the Party. An officer whose membership lapses must renew at the next meeting after written notice or be removed at that meeting.
9. There shall be a standing legislative committee to monitor, report on, and advocate for legislation on behalf of the Libertarian Party.

IV. LOCAL PARTY ORGANIZATIONS

1. Party members may form organizations entitled to be known as the "Libertarian Party" of their respective areas.
2. The Executive Committee shall charter affiliate parties from those organizations requesting such status. A copy of the petitioning organization's proposed operating rules shall be submitted with the petition. No organization shall be so chartered which does not ratify the Statement of Principles of the Party. The Executive Committee can arbitrate disputes between affiliates.
3. The autonomy of the affiliate Parties shall not be abridged by the Executive Committee, or any other committee of the Party, except as provided herein.
4. The Executive Committee shall have the authority to suspend affiliate party status from any organization by a two thirds vote. Such suspension is subject to written appeal within thirty days of notification. Failure to appeal shall be construed as an act of secession by the affiliate party. The Executive Committee shall not suspend any affiliate party within a period of three months prior to a state Party convention.
5. The appeal of the affiliate party is to be directed to the Judicial Committee of the Party. Written arguments shall be sent to the Judicial Committee by representatives of the Executive Committee urging revocation and by representatives of the affiliate party opposing revocation. The Judicial Committee shall rule to either revoke the charter of the affiliate party or to reinstate the charter within thirty days of receiving the arguments and no later than thirty days prior to a State Party convention. Should the Judicial Committee fail to rule timely, the affiliate party shall be automatically reinstated with all rights and privileges pertaining thereto. The affiliate party may appeal the ruling of the Judiciary Committee to the Judicial Committee of the National Libertarian Party following the above procedure.

V. JUDICIAL COMMITTEE

1. The judicial power of the Party shall be vested in a Judicial Committee composed of three Party members. All of these committee members shall be elected at a regular convention of the Party by the attending delegates and shall take office immediately upon the close of such convention and shall serve until the final adjournment of the next regular convention. No member of the Executive Committee may be a member of the Judicial Committee.
2. The Judicial Committee shall decide cases involving alleged violations of these bylaws or resolutions.

VI. CONVENTIONS

1. The Party shall hold an annual convention each odd-numbered year between April 1 and July 31, performing such business as required herein. During even-numbered years, the Party shall hold an annual convention after the filing deadline for candidates to appear on Michigan's primary ballot.
2. The Party shall hold a convention within 45 days upon the call of the Executive Committee or when petitions are submitted by 10% of the current membership.
3. All members of the Party who attend and register at a convention shall be delegates, unless the Party shall receive major party status. In the latter event, new bylaws shall be enacted by a special convention to convene within 90 days of such time as an LPM statewide candidate receives sufficient votes to gain major party status.
4. A majority shall rule at the convention except for the platform and resolutions of the Party which shall require a two thirds vote of those present, or as otherwise required by these bylaws.
5. The Executive Committee shall have supervision and management of all conventions.
6. The officers of each convention shall be the officers of the Party.
7. A person who has never been a member of the Libertarian Party of Michigan must become a member at least 30 days prior to a State convention before being allowed to vote at that convention.
8. Members in good standing shall not be denied delegate status at the business sessions of convention. Additional charges may be charged to cover other materials available at the convention.

VII. NOMINATION OF CANDIDATES

1. Nomination of candidates for public office shall be made only at a convention during the election year. No candidate may be nominated for an office for which he/she is legally ineligible to serve.
2. Delegates to the National Convention shall be elected at the State Convention by nominations from the floor if the state convention is held prior to the national convention. If held later, election of delegates may be by affiliate caucus. In either case, delegates may be appointed by the Executive Committee if the allotted quota is not met. Rules governing delegate procedures shall be determined by action of the Convention or, in the absence of directives from the Convention, by the Executive Committee.
3. The Party's nominee for each office shall be chosen by a majority vote of the delegates in attendance at the time of voting. If no candidate has a majority, the candidate with the least number of votes shall be struck from the next vote until one candidate receives a majority.
4. All votes for candidates for public or Party office shall always include "None of the Above."
5. Votes cast for "None of the Above" in voting on the Party's nominees for public office or the Party officers shall be considered valid. Should a majority of the votes be cast for "None of the Above" in voting for a public office, no candidate shall be nominated for that office. Should "None of the Above" be selected for any Party office, that position shall be declared vacant and none of the losing candidates for that position may be selected to fill the vacancy for the term of office.

VIII. MEMBERSHIP

Membership shall be granted to any person who affirms the Statement of Principles and whose dues are current.

IX. ELECTRONIC MEETINGS AND PROCEDURES

Asynchronous voting procedure, such as via email ballot, are strictly prohibited for official business of any recognized body of the Party, including the executive committee. This does not prohibit other synchronous forms of communication and voting, such as conference call or videoconferencing, to be used for official business. Unless there is an agreement to do asynchronous voting, in a unanimous motion at a synchronous meeting.

X. FISCAL YEAR

The fiscal year of the Party shall end December 31.

XI. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or convention rules of the Party.

XII. AMENDMENTS

These bylaws may be amended by a two thirds vote of the delegates present at a convention occurring in an odd-numbered year only.

XIII. USE OF PARTY RESOURCES

The Party does not support, condone, or give candidates of other political parties access to mailing lists, contact information, or administrative access to online social media accounts of the Libertarian Party of Michigan for use with their campaign.

XIV. EFFECT

These bylaws shall take effect immediately upon adoption.

Previous Bylaws

Libertarian Party of Michigan: PO Box 27065, Lansing, MI 48909; Phone: 800.FREE.NOW. Paid for with regulated funds by the Libertarian Party of Michigan Executive Committee, Inc. d/u/s the Libertarian Party of Michigan. Not authorized by any candidate.