



**Federal Election Commission
Washington, DC 20463**

October 2, 2012

Edward Britan, Esq.
Alston & Bird
950 F Street NW
Washington, DC 20004-1404

Re: ADR 620
National Association of Professional Employer Organizations, National
Association of Professional Employer Organizations PAC and Thom Stohler,
Treasurer

Dear Mr. Britan :

Enclosed is the signed copy of the agreement resolving the *sua spontae* submission of May 30, 2012 with the Federal Election Commission (FEC/Commission) by the National Association of Professional Employer Organizations, the National Association of Professional Employer Organizations PAC and Thom Stohler, Treasurer (Respondents). The agreement for ADR 620 (PMUR 541) was approved by the Commission on September 27, 2012 – the effective date of the agreement.

Note the specific time frames for compliance in paragraph 5 of the agreement. Please forward to this office, a statement confirming Respondent's compliance with the terms listed in the aforementioned agreement. The letter should note the dates on which Respondents satisfied each of the terms listed in paragraph 5 and contain the ADR caption and case number.

As you are aware, the settlement agreement will be made part of the record that is released to the public. The Commission will also place on the record copies of the *sua spontae* submission correspondence exchanged between your office and this office prior to our entry into settlement negotiations and reports prepared for the Commission by this office to assist in its consideration of this matter. The Commission is obliged by Federal statute to place on the public record documents in closed enforcement and alternative dispute resolution cases; accordingly, copies of documents relative to this matter will be forwarded shortly to the FEC's Public Information Office.

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This agreement resolves the issues involved in the *sua sponte* submission. I appreciate your assistance in effectively resolving this matter and bringing the case to a mutually acceptable conclusion.

Sincerely,

Lynn M. Fraser, Director
Alternative Dispute Resolution Office
202-694-1665

Enclosure: Agreement

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Federal Election Commission
Washington, DC 20463

Case Number: ADR 620

Source: Pre-MUR 541

Case Name: National Association of Professional
Employer Organizations, National Association of
Professional Employer Organizations PAC

NEGOTIATED SETTLEMENT

This matter was initiated by *sua sponte* submission. Following review of the matter, and in an effort to promote compliance with the Federal Election Campaign Act of 1971, as amended, (FECA) and resolve this matter, the Federal Election Commission (Commission) entered into negotiations with Edward Britan, Esq., representing the National Association of Professional Employer Organizations (Respondent NAPEO), the National Association of Professional Employer Organizations PAC and Thom Stohler, in his official capacity as Treasurer (the Committee) or (collectively "Respondents"). It is understood that this agreement will have no precedential value relative to any other matters coming before the Commission.

Negotiations between the Commission and Respondents addressed the issues raised in this submission. The parties agree to resolve the matter according to the following terms:

1. The Commission entered into this agreement as part of its responsibility for administering the FECA, and in an effort to promote compliance on the part of Respondents. The Commission's use of alternative dispute resolution procedures (ADR) is guided by "The Administrative Dispute Resolution Act of 1996," 5 U.S.C. § 572 and is an extension of 2 U.S.C. § 437g.
2. Respondents voluntarily enter into this agreement with the Commission.
3. In a *sua sponte* submission, the NAPEO, on behalf of itself and its separate segregated fund, the Committee, acknowledges that it failed to file an amended Statement of Organization after the departure of the PAC's treasurer; signed the former treasurer's name on its year-end report; and filed its 2011 year-end report two days late. NAPEO maintains that the violations resulted from extensive personnel turnover, including the resignation of the Committee's chairman and treasurer in August 2011.
4. The FECA requires that every political committee have a treasurer, and that no contributions or expenditures be accepted or made by or on behalf of a political committee during any period in which the office of treasurer is vacant. 2 U.S.C. § 432(a), 11 C.F.R. § 102.7(a). Any change in information previously submitted in a statement of organization shall be reported in accordance with 2 U.S.C. § 432(g) no later than 10 days after the date of the change. 2 U.S.C. § 433(c), 11 C.F.R. § 102.2(a)(2). Each treasurer of a political committee shall file reports of receipts and disbursements in accordance with

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the provisions of this subsection. The treasurer shall sign each such report. 2 U.S.C. § 434(a), 11 C.F.R. § 104.5(c).

5. Respondents, in an effort to avoid similar errors in the future, agree to: (a) develop and certify implementation of a compliance operations manual which includes internal controls consistent with the Commission's Best Practices for Committee Management (2009 update) and a process to track receipt of, and response to, communications with the Commission within sixty (60) days of the effective date of this agreement; and (b) certify that a representative of the Committee attended a FEC training conference within twelve (12) months of the effective date of this agreement.
6. Respondents agree that all information provided to resolve this matter is true and accurate to the best of their knowledge and that they sign this agreement under penalty of perjury pursuant to 28 U.S.C. § 1746.
7. The parties agree that if Respondents fail to comply with the terms of this settlement, the Commission may submit any unpaid civil penalty to the U.S. Treasury for collection or undertake civil action in the U.S. District Court for the District of Columbia to secure compliance.
8. This agreement shall become effective on the date signed by all parties and approved by the Commission. Respondents shall comply with the terms of this agreement as set out in paragraph 5 above, and shall certify compliance with the above settlement terms in writing to the Alternative Dispute Resolution Office on or before the date each term becomes due.
9. This Negotiated Settlement constitutes the entire agreement between the parties on ADR 620 (Pre-MUR 541), and resolves those issues identified in paragraph 3 above. No other statement, promise or agreement, either written or oral, made by either party, not included herein, shall be enforceable.

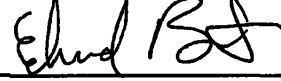
FOR THE COMMISSION:

Lynn M. Fraser, Director
Alternative Dispute Resolution Office



9/27/2012
Date Signed

FOR THE RESPONDENTS:



7/20/2012
Date Signed

Edward Britan, Esq.
Representing the National Association of Professional
Employer Organizations, the National Association of
Professional Employer Organizations PAC and
Thom Stohler, Treasurer

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