

**FEDERAL ELECTION COMMISSION**  
**FIRST GENERAL COUNSEL'S REPORT**

MUR 7915

DATE COMPLAINT FILED: July 21, 2021

DATE OF NOTIFICATIONS: July 27, 2021

LAST RESPONSE RECEIVED: September 29, 2021

DATE ACTIVATED: January 27, 2022

EARLIEST SOL: February 2025

LATEST SOL: November 2025

## ELECTION CYCLE: 2020

**COMPLAINANT:** Jay Stone

RESPONDENTS:	When We All Vote Civic Nation
	Andrew Amore
	Selena Gomez
	Tom Hanks
	Erin Hannigan
	Faith Hill
	Valerie Jarrett
	Liza Koshy
	Kyle Lierman
	Laura Miller
	Lin-Manuel Miranda
	Janelle Monáe
	Michelle Obama
	Chris Paul
	Megan Rapinoe
	Shonda Rhimes
	Tracee Ellis Ross
	Pete Rouse
	Tina Tchen
	Kerry Washington
	Rita Wilson
	Stephanie Young

<b>RELEVANT STATUTES AND REGULATIONS:</b>	52 U.S.C. § 30101(4)(A)
	52 U.S.C. § 30102
	52 U.S.C. § 30103
	52 U.S.C. § 30104
	11 U.S.C. § 100.5(a)

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 2 of 18

1  
2 **INTERNAL REPORTS CHECKED:** Disclosure Reports

3  
4 **FEDERAL AGENCIES CHECKED:**

5  
6 **I. INTRODUCTION**

7       The Complaint in this matter alleges that When We All Vote (“WWAV”), a formerly  
8 independent 501(c)(3) non-profit organization that was acquired after the 2020 election by Civic  
9 Nation, another 501(c)(3) non-profit organization, violated the Federal Election Campaign Act of  
10 1971, as amended (the “Act”), by failing to register and report as a political committee, in  
11 violation of 52 U.S.C. §§ 30102, 30103, and 30104. The Complaint alleges that “WWAV’s  
12 mission to close the age and race voting gap” by engaging in voter registration and get-out-the-  
13 vote activity “was merely a smoke screen for WWAV to achieve its goal of helping Democrat  
14 Joe Biden win the 2020 presidential election.”<sup>1</sup> Respondents deny the allegations, arguing that  
15 WWAV “conducts itself in an entirely non-partisan, unbiased manner without regard to any  
16 candidate running for office,” and deny that WWAV has conducted any federal campaign  
17 activity.<sup>2</sup>

18       As explained below, the available information does not demonstrate that WWAV  
19 exceeded the \$1,000 contribution or expenditure threshold under the statutory definition of  
20 “political committee.” Further, the available information does not appear to indicate that  
21 WWAV’s major purpose was the election or nomination of a federal candidate but, in any event,  
22 the Commission need not take a position on this issue because the \$1,000 threshold was not  
23 satisfied. Although the Complaint argues that individuals associated with WWAV, namely

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<sup>1</sup>       Compl. at 7 (July 21, 2021).

<sup>2</sup>       Resp. at 3 (Sept. 29, 2021). The Response was submitted on behalf of Civic Nation and When We All Vote, and individual respondents Andrew Amore, Erin Hannigan, Valerie Jarrett, Kyle Lierman, Laura Miller, Pete Rouse, Tina Tchen, and Stephanie Young, who are WWAV staff and directors. *Id.* at 1.

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 3 of 18

1 Andrew Amore, Selena Gomez, Tom Hanks, Erin Hannigan, Faith Hill, Valerie Jarrett, Liza  
 2 Koshy, Kyle Lierman, Laura Miller, Lin-Manuel Miranda, Janelle Monáe, Michelle Obama,  
 3 Chris Paul, Megan Rapinoe, Shonda Rhimes, Pete Rouse, Tracee Ellis Ross, Tina Tchen, Kerry  
 4 Washington, Rita Wilson, and Stephanie Young, (collectively, "Individual Respondents"), may  
 5 have made contributions to committees associated with the Democratic Party and its candidates  
 6 or expressly advocated for the election or defeat of particular candidates during the 2020 election  
 7 cycle, there is no information that they did so when acting on behalf of WWA V or that WWA V  
 8 paid for any such communications.<sup>3</sup>

9 Therefore, based on the available information, we recommend that the Commission find  
 10 no reason to believe that When We All Vote and Civic Nation violated 52 U.S.C. §§ 30102,  
 11 30103, 30104, by failing to register and report as a political committee. Further, because the  
 12 Complaint alleges no cognizable violations of the Act by Individual Respondents, we  
 13 recommend that the Commission find no reason to believe that they violated the Act.

## 14 **II. FACTUAL BACKGROUND**

15 Civic Nation is a 501(c)(3) non-profit corporation formed in 2015.<sup>4</sup> According to the  
 16 Response, Civic Nation "empowers and educates individuals, companies, institutions, and

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<sup>3</sup> The Complaint identifies Valerie Jarrett as WWA V President; Kyle Lierman as CEO of Civic Nation and WWA V; Peter Rouse as Director of WWA V and a Civic Nation board member; Tina Tchen as WWA V's treasurer and a Civic Nation board member; Erin Hannigan as Managing Director for WWA V from January 2019 to January 2021; Stephanie L. Young as Executive Director of WWA V and Senior Advisor to the Civic Nation; Laura Miller as WWA V's Managing Director of Campaigns and Advocacy from March 2021 to present; Andrew Amore as WWA V's Senior Director of My School Votes program. Compl. at 6-10. The remaining Individual Respondents (Selena Gomez, Tom Hanks, Faith Hill, Lin-Manuel Miranda, Janelle Monáe, Liza Koshy, Chris Paul, Megan Rapinoe, Shonda Rhimes, Tracee Ellis Ross, Kerry Washington, and Rita Wilson) are, according to the Response, "co-chair . . . volunteers of WWA V and do not serve in decision-making roles." Resp. at 2.

<sup>4</sup> Resp. at 1; IRS Form 990, Civic Nation, 2015 Return of Organization Exempt from Income Tax at 1 (Sept. 2, 2016); *see also* CorpOnline, Department of Consumer and Regulatory Affairs of the District of Columbia, <https://corponline.dcr.ae.gov/Home.aspx> (search "Civic Nation"); IRS Final Determination Letter, Civic Nation (July 23, 2015) (identifying March 20, 2015, as the effective date of Civic Nation's exemption from federal income tax as a public charity under section 501(c)(3) of the Internal Revenue Code).

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 4 of 18

1 organizations to drive culture, systems and policy change, working towards a more inclusive and  
 2 equitable America.”<sup>5</sup>

3 WWA V was established in 2018 and recognized by the IRS as a public charity operating  
 4 under section 501(c)(3) of the Internal Revenue Code.<sup>6</sup> On January 1, 2021, WWA V was  
 5 acquired by Civic Nation and is currently one of Civic Nation’s “six initiatives.”<sup>7</sup> Public records  
 6 suggest that WWA V was previously incorporated but is no longer an incorporated entity.<sup>8</sup> The  
 7 relationship between the two organizations before Civic Nation acquired WWA V is unclear but  
 8 their 2019 tax returns identify the same address and two overlapping officers or directors.<sup>9</sup> The  
 9 Complaint’s allegations generally focus on WWA V’s activities prior to its acquisition by Civic  
 10 Nation.

11 According to the Response and its current website, WWA V’s mission is to “change the  
 12 culture around voting and to increase participation in each and every election by helping to close  
 13 the race and age gap.”<sup>10</sup> To accomplish this mission, WWA V “engages in non-partisan voter

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<sup>5</sup> Resp. at 1; *see also About*, Civic Nation <https://civication.org/about/> (last visited May 20, 2022).

<sup>6</sup> Resp. at 1 n.1; IRS Form 990, When We All Vote, 2019 Return of Organization Exempt from Income Tax at 1 (Nov. 9, 2020); IRS Final Determination Letter, When We All Vote (Mar. 26, 2019).

<sup>7</sup> Resp. at 1 n.1; *see also* Compl., Ex. 1 (attaching screenshot of terms and conditions for donations to “When We All Vote . . . an initiative of Civic Nation, a 501(c)(3) organization”); *About Us*, When We All Vote, <https://whenweallvote.org/about/> (last visited May 20, 2022) (“When We All Vote is a key initiative within the 501(c)(3) organization Civic Nation.”).

<sup>8</sup> See CorpOnline, Department of Consumer and Regulatory Affairs of the District of Columbia, <https://corponline.dcr.a.dc.gov/Home.aspx> (providing search results for When We All Vote that show its “entity status” as “dissolved”); IRS Form 990, When We All Vote, 2019 Return of Organization Exempt from Income Tax at 1 (Nov. 9, 2020) (identifying When We All Vote as “corporation” in 2019).

<sup>9</sup> Compare IRS Form 990, Civic Nation, 2019 Return of Organization Exempt from Income Tax at 1, 7 (Nov. 6, 2020) (identifying Kyle Lierman as CEO to both organizations and Tina Tchen as a director or trustee to both organizations), *with* IRS Form 990, When We All Vote, 2019 Return of Organization Exempt from Income Tax at 1, 7 (Nov. 9, 2020). Additionally, WWA V made a \$655,000 grant to Civic Nation in 2019. IRS Form 990, When We All Vote, 2019 Return of Organization Exempt from Income Tax, Sched. I (Nov. 9, 2020).

<sup>10</sup> Resp. at 1; *About Us*, When We All Vote, <https://whenweallvote.org/about/> (last visited May 20, 2022) (“We empower our supporters and volunteers to take action through voting, advocating for their rights, and holding

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 5 of 18

1 registration activities aimed at registering new voters across the country, civic education efforts  
 2 directed towards voters of every age to build an informed and engaged electorate, and advocacy  
 3 for voting rights.”<sup>11</sup>

4 The Complaint alleges that WWA V’s nonprofit status was a “false[] designation” and  
 5 that during the 2020 election cycle WWA V engaged in “partisan political activities” to elect Joe  
 6 Biden.<sup>12</sup> The Complaint claims “WWA V did more to help Joe Biden win . . . than the  
 7 Democratic National Committee,”<sup>13</sup> pointing to WWA V’s statements that “512,000 people  
 8 started or completed its voter registration process” and that WWA V “reached over 100 million  
 9 eligible voters.”<sup>14</sup> The Complaint further asserts that numerous WWA V activities “indicate [it]  
 10 was more interested in electing a Democrat president than it was in closing the age and race  
 11 voting gaps.”<sup>15</sup> Accordingly, the Complaint asserts that WWA V was a political committee that  
 12 should have registered and reported to the Commission.<sup>16</sup>

13 The Complaint claims that WWA V’s purpose is evident by the fact that WWA V was  
 14 founded by Michelle Obama, is supported and staffed by individuals who have worked for or are

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their elected officials accountable.”); *see also* IRS Form 990, When We All Vote, 2019 Return of Organization Exempt from Income Tax at 2 (Nov. 9, 2020) (“When We All Vote is a non-profit, nonpartisan organization that is on a mission to increase participation in every election and close the rage and age voting gap by changing the culture around voting, harnessing grassroots energy, and through the strategic partnerships to each every American. Launched in 2018 . . . When We All Vote is changing the culture around voting using a data-driven and multifaceted approach to increase participation in elections.”).

<sup>11</sup> Resp. at 1-2.

<sup>12</sup> Compl. at 5.

<sup>13</sup> *Id.*

<sup>14</sup> *Id.*; *see also* *About Us*, When We All Vote, <https://whenweallvote.org/about/> (last visited May 20, 2022) (“In 2020, When We All Vote ran a robust, multifaceted campaign and reached more than 100 million people to educate them about the voting process and get them registered and ready to vote.”).

<sup>15</sup> Compl. at 7-8.

<sup>16</sup> *Id.* at 5.

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 6 of 18

1      Democrats,<sup>17</sup> and has high-profile volunteer “co-chairs” who supported Democratic candidates,  
 2      including Joe Biden, in the 2020 presidential election.<sup>18</sup> The Complaint includes a chart that  
 3      purportedly lists “partisan” public statements, endorsements, or political contributions made by  
 4      WWAIV’s co-chairs during the 2020 election cycle.<sup>19</sup> For example, the Complaint alleges that  
 5      numerous co-chairs made speeches or appearances at the DNC convention or online events  
 6      associated with the convention;<sup>20</sup> made contributions to Biden or Democratic Party  
 7      committees;<sup>21</sup> “denounced,” “criticized,” “attacked,” or made “[h]ateful [c]omments” about  
 8      President Trump;<sup>22</sup> campaigned with or fundraised for Biden;<sup>23</sup> and appeared in videos with

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<sup>17</sup>      *Id.*, Exs. 4-7 (producing LinkedIn profiles of Andrew Amore, Erin Hannigan, Laura Miller, and Stephanie Young, all of whom worked for President Obama’s campaign committee or administration as well as When We All Vote).

<sup>18</sup>      *Id.* at 4-6, 8-10, 12-26 (identifying “[o]fficers and [k]ey [e]mployees” and co-chairs).

<sup>19</sup>      Compl. at 23-25.

<sup>20</sup>      *Id.*; *see also* Compl., Ex. 18 (reproducing text of speech by Michelle Obama at Democratic National Convention); Compl., Ex. 55 (Brian Rokus, “*The DNC Will Host a ‘Virtual After Party’ to Close Convention Week*,” CNN, (Aug. 20, 2020) (stating that Liza Koshy would participate in virtual “after party” “livestreamed across Joe Biden’s and the DNC’s social media accounts and websites”)); Compl., Ex. 65 (Joyce Frieden, “*Healthcare a Big Player at First Night of Democratic Convention*,” MEDPAGE TODAY, (Aug. 18, 2020) (stating that Megan Rapinoe participated in event streamed as part of Democratic National Convention)); Compl., Ex. 77 (Cynthia Littleton, “*Kerry Washington to Democrats: ‘We’re Fighting for the Soul of This Country*,” VARIETY, (Aug. 19, 2020) (quoting statements made by Kerry Washington at opening of third night of Democratic National Convention)).

<sup>21</sup>      Compl. at 23-25. Commission disclosure reports indicate that Tom Hanks, Rita Wilson, and Shonda Rhimes made contributions to Biden for President. Biden for President, 2019 Amended July Quarterly Report (Oct. 21, 2019).

<sup>22</sup>      Compl at 23-25; *see also*, e.g., Compl., Ex. 20 (ASSOCIATED PRESS, “*Watch: Michelle Obama Goes After Trump in New Video Released by Biden Campaign*,” CHICAGO SUN-TIMES, (Oct. 6, 2020)); Compl., Ex. 30 (Jennifer Ruby, “*Tom Hanks Tears into Donald Trump in Major Rant: ‘I’m Offended as a Man*,” EVENING STANDARD, (undated) (quoting comments that Hanks made in 2016 about then-candidate Trump)); Compl., Ex. 40 (depicting September 2017 Tweet from Lin-Manuel Miranda stating that President Trump was “going straight to hell”); Compl., Ex. 48 (99.3/105.7 KISS FM, “*Janelle Monae and Kerry Washington Read Donald Trump to Shreds*,” (undated)).

<sup>23</sup>      Compl. at 23-25; *see also* Compl. Ex. 32 (Alexi McCammond, “*Biden Team Launches Fundraiser Series, Starting with Tom Hanks*,” AXIOS, (Aug. 18, 2020) (describing Hanks as participating in online fundraiser for Biden campaign)); Compl., Ex. 35 (Josh Wingrove, “*Biden Gets Boost from Michelle Obama as Democrats Showcase Unity*,” BLOOMBERG, (Aug. 17, 2020) (referencing that then-candidate Biden, Tom Hanks, and Lin-Manuel Miranda planned to “take part in events” together shortly after the Democratic National Convention)).

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 7 of 18

1 Biden or Kamala Harris.<sup>24</sup>

2 The Complaint alleges that WWA V developed a “comprehensive and sophisticated  
 3 digital strategy” that “has all the earmarks of a political campaign.”<sup>25</sup> According to the  
 4 Complaint, WWA V disseminated online content through video messages, couch parties, and  
 5 virtual concerts, and drew on its co-chairs’ “social media power” to further disseminate  
 6 WWA V’s messages.<sup>26</sup>

7 Additionally, the Complaint alleges that WWA V focused its in-person events, including  
 8 voter registration drives, food and meal distributions, concerts, prom contests, get-out-the-vote  
 9 drives, and post-early election celebrations “in heavily Democratic cities in . . . swing states.”<sup>27</sup>  
 10 For example, the Complaint alleges that “WWA V focused the organization’s in-person events in  
 11 the cities of Atlanta, Detroit, Milwaukee, Philadelphia, Pittsburgh and Phoenix because these  
 12 cities have the highest density of Democratic votes that helped Joe Biden win the swing states of  
 13 Arizona, Georgia, Michigan, Pennsylvania, and Wisconsin.”<sup>28</sup> The Complaint includes a table  
 14 titled “Inducements to Register or Vote” that identifies 35 events between February 27, 2020,

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<sup>24</sup> Compl. at 23-25; *see also, e.g.*, Compl., Ex. 25 (reproducing image of an Instagram post by Selena Gomez and describing video she made with then-candidate Harris on behalf of Biden for President); Compl., Ex. 50 (reproducing Facebook page announcing streaming event with then-candidate Harris and Janelle Monae); Compl., Ex. 62 (reproducing still of an April 30, 2020, Instagram stream by Megan Rapinoe’s interviewing then-candidate Biden and Dr. Jill Biden).

<sup>25</sup> Compl. at 50; *see also id.*, Ex. 117 at 2 (“A lot of what we [at WWA V] do is online’ . . . ‘We’re building online communities, but we’re also partnering with organizations on the ground.’ It is this seamless connection of offline and online activity that allows volunteers to act local but feel connected to a larger movement.”).

<sup>26</sup> Compl. at 35-41 (including table identifying online events); *id.* at 48 (identifying the number of followers associated with co-chairs’ Twitter and Instagram accounts). For example, the Complaint includes an article that claims Selena Gomez’s Instagram posts receive an average of 3.6 million “likes.” *See id.*, Ex. 24 (Stephen Moyes, “Selena Gomez is the Queen of Instagram Likes,” FOX NEWS, (June 2, 2019)).

<sup>27</sup> Compl. at 33.

<sup>28</sup> *Id.* at 33, 35.

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 8 of 18

1 and January 3, 2021.<sup>29</sup> Nine of the events on the table occurred virtually.<sup>30</sup> As to the in-person  
 2 events, the table includes descriptions like “WWAV Hosts Food, Groceries, and Voter  
 3 Registration Drive,” “WWAV Sponsors Drive-Thru Food Distribution and Voter Registration,”  
 4 and “Entertainment” to “Remind Everyone to Get Registered to Vote.”<sup>31</sup> The in-person events  
 5 identified on the table occurred in Detroit, Michigan, Atlanta, Georgia, Los Angeles, California,  
 6 Las Vegas, Nevada, Phoenix, Arizona, Pittsburgh and Philadelphia, Pennsylvania, Charlotte and  
 7 Durham, North Carolina, Milwaukee, Wisconsin, Minneapolis and St. Paul, Minnesota, and  
 8 Miami and Orlando, Florida.<sup>32</sup>

9 The Complaint further alleges WWAV partnered with “mostly Democratic mayors . . .  
 10 for the purpose of increasing the vote in heavily Democratic cities” as part of the “WWAV Civic  
 11 Cities Mayor Initiative.”<sup>33</sup> According to the Complaint, of the “WWAV Civic City Mayors”  
 12 who signed on to the initiative, there were 51 Democrats, 2 Republicans, and 16 Mayors of  
 13 unknown party affiliation; only 29 of those mayors endorsed a presidential candidate.<sup>34</sup>  
 14 According to the Complaint, WWAV’s partnerships with mayors enabled WWAV to “track

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<sup>29</sup> *Id.* at 35-41(Table 3).

<sup>30</sup> *Id.* Some of WWAV’s virtual content referenced on Table 3 remains publicly available. *E.g.*, Compl., Ex. 86 (Breanna Edwards, “*Michelle Obama and Common Encourage Black Voter Registration*,” ESSENCE, (updated Nov. 4, 2020), <https://www.essence.com/news/michelle-obama-and-common-black-voter-registration/> (embedding WWAV video)); WWAV, When We All Vote’s #CouchParty 2.0, FACEBOOK (May 20, 2022), <https://www.facebook.com/WhenWeAllVote/videos/when-we-all-votes-couchparty-20/541646193190796/>. The content generally includes voting rules, tips and strategies for registering and reaching out to voters, and encouragement to vote, but does not identify candidates.

<sup>31</sup> Compl. at 35-41.

<sup>32</sup> *Id.*

<sup>33</sup> Compl. at 33-34. The WWAV Civic Cities Mayor initiative, according to materials provided by the Complaint, “encourages and supports mayors to take a leading role in closing the voting race and age gap and fundamentally shift the culture around voting in every election, from school board races to federal elections.” *Id.*, Ex. 84.

<sup>34</sup> *Id.* at 29-32.

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 9 of 18

1 voter registration and voters,” “exchange voter registration and get out the vote strategies,” and  
 2 hold a “Prom-athon contest” to register thousands of high school students to vote.<sup>35</sup> According  
 3 to the Complaint, “[m]ost of the Prom-athon winners were in Democratic strongholds in swing  
 4 states.”<sup>36</sup> Further, the Complaint alleges that WWAV’s numerous GOTV efforts, including  
 5 concerts, raffles, picnics, food and grocery distribution, early voting celebrations, and ticket  
 6 giveaways to events that were co-sponsored by local business, radio stations, churches and other  
 7 organizations, amounted to “knowingly and willfully paying, offering to pay, or accepting  
 8 payment either for registering to vote or voting.”<sup>37</sup>

9 In short, the Complaint alleges that WWAV’s efforts resulted in an increase in voting in  
 10 cities where they were held, benefitting Biden’s candidacy.<sup>38</sup>

11 Respondents contend that Civic Nation and WWAV are not political committees subject  
 12 to the Act’s registration and reporting requirements.<sup>39</sup> Respondents state that Civic Nation and  
 13 WWAV only engage in “neutral, unbiased election activities” and point to the Complaint’s  
 14 exhibits as evidence demonstrating that WWAV’s activities are “non-partisan” and “targeted  
 15 solely at increasing voter education, registration, and turnout.”<sup>40</sup> Respondents point out that

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<sup>35</sup> *Id.* at 5-6, 43-44.

<sup>36</sup> *Id.* at 44 (claiming that winners included three Pennsylvania high schools, two high schools in both Arizona and Michigan, and a high school in Las Vegas, Nevada, Houston, Texas, Milwaukee, Wisconsin, and Norcross, Georgia).

<sup>37</sup> *Id.* at 35-43 (summarizing alleged “Inducements to Register or Vote”).

<sup>38</sup> *Id.* at 45-46.

<sup>39</sup> Resp. at 2.

<sup>40</sup> *Id.*

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 10 of 18

1 none of the dozens of exhibits detailing their GOTV efforts show any evidence that WWA  
2 advocated for the election or defeat of a federal candidate or sought to influence an election.<sup>41</sup>

3 Respondents expressly deny the Complaint's allegation that WWA was incapable of  
4 operating in a "non-partisan" manner because some of its most prominent volunteers also  
5 supported Democratic candidates outside of their activities with WWA.<sup>42</sup> Respondents point  
6 out that the co-chairs named in the Complaint are volunteers that do not serve in decision-  
7 making roles and are free to engage in or volunteer for political campaigns outside of their  
8 volunteer activities for WWA.<sup>43</sup>

9 **III. ANALYSIS**

10 **A. Relevant Law**

11 The Act and Commission regulations define a "political committee" as "any committee,  
12 club, association, or other group of persons which receives contributions aggregating in excess of  
13 \$1,000 during a calendar year or which makes expenditures aggregating in excess of \$1,000  
14 during a calendar year."<sup>44</sup> In *Buckley v. Valeo*,<sup>45</sup> the Supreme Court held that defining political  
15 committee status "only in terms of [the] amount of annual 'contributions' and 'expenditures'"  
16 might be overbroad, reaching "groups engaged purely in issue discussion."<sup>46</sup> To cure that  
17 infirmity, the Court concluded that the term "political committee" "need only encompass  
18 organizations that are under the control of a candidate or the *major purpose of which is the*

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<sup>41</sup> *Id.* at 3.

<sup>42</sup> Resp. at 2.

<sup>43</sup> *Id.*

<sup>44</sup> 52 U.S.C. § 30101(4)(A); 11 C.F.R. § 100.5.

<sup>45</sup> 424 U.S. 1 (1976) (per curiam).

<sup>46</sup> *Id.* at 79.

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 11 of 18

1        *nomination or election of a candidate.”*<sup>47</sup> Accordingly, under the statute as thus construed, an  
 2        organization that is not controlled by a candidate must register as a political committee only if  
 3        (1) it crosses the \$1,000 threshold and (2) it has as its “major purpose” the nomination or election  
 4        of federal candidates.

5            To determine an entity’s “major purpose,” the Commission considers a group’s “overall  
 6        conduct,” including, among other factors, public statements about its mission, organizational  
 7        documents, government filings (*e.g.*, IRS notices), and the proportion of spending related to  
 8        “Federal campaign activity (*i.e.*, the nomination or election of a Federal candidate).”<sup>48</sup>

9            Political committees must comply with certain organizational and reporting requirements  
 10        set forth in the Act. They must register with the Commission, file periodic reports for disclosure  
 11        to the public, appoint a treasurer who maintains its records, and identify themselves through  
 12        “disclaimers” on all their political advertising, on their websites, and in mass e-mails.<sup>49</sup>

13           An “independent expenditure” is an expenditure “for a communication expressly  
 14        advocating the election or defeat of a clearly identified candidate” that is not coordinated with  
 15        the candidate or the candidate’s committee.<sup>50</sup> The term “expressly advocating” means any  
 16        communication that: (1) uses phrases or words such as “vote for,” “elect,” “defeat,” etc., “which  
 17        in context can have no other reasonable meaning than to urge the election or defeat of one or  
 18        more clearly identified candidate(s); or (2) “[w]hen taken as a whole and with limited reference  
 19        to external events, such as the proximity to the election, could only be interpreted by a

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<sup>47</sup>        *Id.* (emphasis added).

<sup>48</sup>        Political Committee Status, 72 Fed. Reg. 5597, 5605 (Feb. 7, 2007) (Supplemental Explanation and Justification) (“Supplemental E&J”).

<sup>49</sup>        52 U.S.C. §§ 30102-30104; 11 C.F.R. § 110.11(a)(1).

<sup>50</sup>        11 C.F.R. § 100.16(a) (definition of independent expenditure); *see also* 52 U.S.C. § 30101(17) (same).

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 12 of 18

1 reasonable person as containing advocacy of the election or defeat of one or more clearly  
 2 identified candidate(s)."<sup>51</sup>

3           **B. The Commission Should Find No Reason to Believe That WWA V And Civic  
 4            Nation Failed to Register and Report as a Political Committee**

5           The Complaint argues that WWA V is a political committee and therefore should have  
 6 registered and reported as such. As explained below, the available information does not indicate  
 7 that WWA V exceeded the \$1,000 contribution or expenditure threshold. Moreover, the available  
 8 information does not appear to indicate that WWA V's major purpose was the election or  
 9 nomination of a federal candidate but, in any event, the Commission need not take a position on  
 10 this issue because the \$1,000 threshold is not satisfied.

11           1. There is No Indication That WWA V Met the Statutory Threshold

12           When considering an organization's status as a political committee, the Commission first  
 13 determines whether the organization meets the threshold requirement of receiving contributions  
 14 or expenditures aggregating in excess of \$1,000 during a calendar year.<sup>52</sup> Here, there is no  
 15 information to support Complaint's assertion that WWA V received contributions or made  
 16 expenditures in excess of \$1,000.

17           To assess whether an organization has made an "expenditure," the Commission analyzes  
 18 whether spending on any of an organization's communications made independently of a  
 19 candidate constitute express advocacy under 11 C.F.R. § 100.22.<sup>53</sup> WWA V has not filed any  
 20 disclosure reports with the Commission reporting any independent expenditures. Moreover,

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<sup>51</sup> 11 C.F.R. § 100.22(a)-(b).

<sup>52</sup> 52 U.S.C. § 30101(4)(A); 11 C.F.R. § 100.5.

<sup>53</sup> Factual & Legal Analysis at 10, MUR 6538R (Americans for Job Security, *et al.*) (citing Supplemental E&J at 5606); Factual & Legal Analysis at 8, MUR 7465 (Freedom Vote, Inc.) (same).

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 13 of 18

1 further examination of WWAV's activities does not indicate that the organization made any  
 2 unreported independent expenditures. In the lengthy descriptions and documentation of  
 3 WWAV's activities included in and attached to the Complaint, none appear to reflect  
 4 communications by WWAV that include express advocacy under 11 C.F.R. § 100.22.<sup>54</sup> The  
 5 WWAV communications provided with the Complaint primarily consist of internet and social  
 6 media posts that advertised voter registration and GOTV efforts in combination with food and  
 7 grocery distribution or live music and entertainment, as well as the artists, entertainers and  
 8 musicians that would be participating in each event.<sup>55</sup> The early voting celebration  
 9 communications, which were also advertised on websites and through social media platforms,  
 10 only advertised music, entertainment, and free food.<sup>56</sup> None of the available communications  
 11 identify a candidate let alone expressly advocate for their election or defeat. Thus, the  
 12 communications described in the Complaint and its exhibits do not reflect spending by WWAV  
 13 for independent expenditures.<sup>57</sup>

14 Though the Complaint argues that WWAV volunteer co-chairs made public statements  
 15 that "endorsed," "campaigned with," or "appeared with" candidate Joe Biden, or "denounced"

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<sup>54</sup> See, e.g., Compl., Exs. 80-84, 87-92.

<sup>55</sup> See *id.*, Exs. 93-94, 96-98, 101, 108-109, 113. Many of the WWAV communications attached to the Complaint are WWAV press releases, none of which identify a federal candidate. *E.g.*, *id.*, Ex. 10 (identifying co-chairs and including transcript of accompanying video); *id.*, Ex. 11 (announcing new public service announcement, including transcript of video); *id.*, Ex. 12 (announcing Civic Cities initiative); *id.*, Ex. 13 (announcing virtual prom and winners of Prom Challenge grants); *id.*, Ex. 14 (announcing initiative to recruit educators to register students to vote, including transcript of video).

<sup>56</sup> *Id.*, Exs. 105-106, 122-130.

<sup>57</sup> See Supplemental E&J at 5606. Furthermore, Commission regulations provide that a corporation's disbursements for voter registration and get-out-the-vote communications to the general public are not contributions or expenditures, provided that the communications (1) do not expressly advocate the election or defeat of any clearly identified candidate or candidates of a clearly identified party and (2) the preparation and distribution of the communications is not coordinated with a candidate or party. See 11 C.F.R. § 114.4(c)(2).

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 14 of 18

1 Donald Trump during the election cycle,<sup>58</sup> nothing in the Complaint or attached exhibits suggest  
 2 that the individuals did so in their capacities as WWA V volunteers or that the volunteers'  
 3 statements reflected that WWA V spent money to disseminate volunteers' statements in support  
 4 of candidates. As mentioned above, the available WWA V communications that preceded the  
 5 2020 election were limited to voter registration drives and GOTV efforts that did not name any  
 6 federal candidate.

7 Furthermore, while WWA V's Form 990s reflect that WWA V received donations in  
 8 excess of \$1,000,<sup>59</sup> the Complaint provides no information that indicates that WWA V received  
 9 more than \$1,000 in "contributions," as that term is defined by the Act, that is, "gifts . . . made  
 10 by any person for the purpose of influencing any election for Federal office."<sup>60</sup> Neither the  
 11 Complaint's exhibits nor the other available information shows that WWA V solicited or received  
 12 any contributions for a federal campaign purpose. The attachments to the Complaint show that  
 13 WWA V advertised voter registration and GOTV events to the public, and WWA V's online  
 14 "Donate" page does not appear to solicit any contributions for the purpose of influencing any  
 15 election.<sup>61</sup>

16 Therefore, the available information does not indicate that WWA V crossed the Act's  
 17 \$1,000 threshold for political committee status.

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<sup>58</sup> Compl. at 23-25.

<sup>59</sup> E.g., IRS Form 990, When We All Vote, 2019 Return of Organization Exempt from Income Tax at 1 (Nov. 9, 2020).

<sup>60</sup> 52 U.S.C. § 30101(8)(A).

<sup>61</sup> See *Donate*, When We All Vote, <https://whenweallvote.org/donate/> (last visited May 19, 2022) (stating, "Your grassroots donation today will provide training and resources to our volunteers in communities around the country working to help us close the race and age voting gap. Donate now to be part of this movement to strengthen our democracy ahead of important elections for years to come."). The Complaint also attaches an undated excerpt of an online donation portal for When We All Vote that indicates it is "an initiative of Civic Nation, a 501(c)(3) nonprofit organization." Compl., Ex. 1.

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 15 of 18

1                   2.     Available Information Does Not Appear to Indicate that WWAV's Major  
 2                   Purpose is the Election or Nomination of Federal Candidates

3                   As an initial matter, none of WWAV's available public statements about its mission or  
 4                   material in its government filings involve federal campaign activity.<sup>62</sup> Similarly, none of its  
 5                   known activities, including those cited in the Complaint, involve any federal campaign activity.  
 6                   Consistent with its stated purpose to "increase participation in every election and close the race  
 7                   and age voting gap by changing the culture around voting,"<sup>63</sup> WWAV's known activities  
 8                   included voter registration drives, food and meal distributions, concerts, raffles, picnics, prom  
 9                   contests, and early voting celebrations. None of the available information indicates WWAV  
 10                  funded any independent expenditures or aired any electioneering communications. Nor does the  
 11                  available information indicate that that WWAV made any contributions, direct or in-kind, to  
 12                  candidates or political committees.<sup>64</sup>

13                  Ultimately, the Complaint's allegation that WWAV is a political committee is based on  
 14                  its view that "WWAV's mission to close the age and race voting gap was merely a smoke screen  
 15                  . . . to achieve its goal of helping Democrat Joe Biden with the 2020 presidential election."<sup>65</sup>

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<sup>62</sup>                  Resp. at 2; IRS Form 990, When We All Vote, 2019 Return of Organization Exempt from Income Tax at 2 (Nov. 9, 2020) ("When We All Vote is a non-profit, nonpartisan organization that is on a mission to increase participation in every election and close the race and age voting gap by changing the culture around voting, harnessing grassroots energy, and through the strategic partnerships to each every American. Launched in 2018 . . . When We All Vote is changing the culture around voting using a data-driven and multifaceted approach to increase participation in elections.").

<sup>63</sup>                  IRS Form 990, When We All Vote, 2019 Return of Organization Exempt from Income Tax at 1 (Nov. 9, 2020); *see, e.g.*, *id.*, Ex. 92 (describing concert intended "to remind everyone to register to vote"); *id.*, Ex 108 (describing 2020 Prom Challenge as effort to "celebrate and recognize 20 high schools across the country integrating voter registration into their schools").

<sup>64</sup>                  No available information suggests that WWAV made any communications that satisfy the Commission's three-part test for coordinated communications at 11 C.F.R. § 109.21. More specifically, the Complaint provides no information to indicate that WWAV's communications satisfy the content standards at 11 C.F.R. § 109.21(c) or the conduct standards at 11 C.F.R. § 109.21(d). Furthermore, no available information suggests that WWAV made any expenditures "in cooperation, consultation or concert with, or at the request or suggestion of, a candidate, a candidate's authorized committee, or a political party committee." 11 C.F.R. § 109.20(a).

<sup>65</sup>                  Compl. at 7.

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 16 of 18

1 The Complaint contends that WWA V appealed to Black, Latino, and young voters in “heavily  
 2 Democratic cities” in order to increase their registration and turnout in favor of Biden.<sup>66</sup> The  
 3 Complaint, for instance, presents charts showing locations of where WWA V held events and  
 4 how the voting results in those areas are alleged to have favored Biden.<sup>67</sup> The Complaint,  
 5 however, can only speculate that the ultimate purpose of WWA V’s activities was to elect Biden.  
 6 Although the Complaint ascribes this purpose to WWA V’s activities, there is no corroborating  
 7 information. As detailed above, WWA V does not appear to have engaged in any election  
 8 spending for any candidate or otherwise participated in federal campaign activities that might  
 9 show an electoral purpose to its activities. In any event, the Commission need not resolve the  
 10 question of whether WWA V’s major purpose was the election or nomination of federal  
 11 candidates because the available information does not indicate that the organization crossed the  
 12 \$1,000 contribution or expenditure threshold.

13 Accordingly, we recommend that the Commission find no reason to believe that When  
 14 We All Vote and its parent Civic Nation violated 52 U.S.C. §§ 30102, 30103, 30104, by failing  
 15 to register and report as a political committee.

16 **C. There are No Cognizable Violations of the Act by the Individual Respondents**

17 As to the Individual Respondents, the Complaint alleges no cognizable violations of the  
 18 Act. The allegation that WWA V failed to register and report as a political committee does not  
 19 extend to the individuals allegedly associated with WWA V, as they have no individual liability  
 20 for any potential WWA V reporting violations.<sup>68</sup> The Complaint makes no specific allegations

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<sup>66</sup> *Id.*

<sup>67</sup> *E.g.*, Compl. at 45 (Table 4).

<sup>68</sup> The Act’s registration and reporting obligations for nonconnected committees apply to political committees and their treasurers, not other individuals associated with a political committee. *See* 52 U.S.C. §§ 30102(a),

MUR 7915 (When We All Vote, *et al.*)

First General Counsel's Report

Page 17 of 18

1 that the Individual Respondents engaged in any conduct in support of WWAV or Civic Nation  
2 that violated the Act.<sup>69</sup> The Complaint only discusses the Individual Respondents' alleged  
3 partisan political activities in their individual capacities and not as agents of WWAV or Civic  
4 Nation.<sup>70</sup> Accordingly, the Commission should find no reason to believe Andrew Amore, Selena  
5 Gomez, Tom Hanks, Erin Hannigan, Faith Hill, Valerie Jarrett, Liza Koshy, Kyle Lierman,  
6 Laura Miller, Lin-Manuel Miranda, Janelle Monáe, Michelle Obama, Chris Paul, Megan  
7 Rapinoe, Shonda Rhimes, Pete Rouse, Tracee Ellis Ross, Tina Tchen, Kerry Washington, Rita  
8 Wilson, and Stephanie Young violated the Act.

9 **IV. RECOMMENDATIONS**

10 1. Find no reason to believe that When We All Vote or Civic Nation violated  
11 52 U.S.C. §§ 30102, 30103, 30104, by failing to register and report as a political  
12 committee;

13 2. Find no reason to Andrew Amore, Selena Gomez, Tom Hanks, Erin Hannigan,  
14 Faith Hill, Valerie Jarrett, Liza Koshy, Kyle Lierman, Laura Miller, Lin-Manuel  
15 Miranda, Janelle Monáe, Michelle Obama, Chris Paul, Megan Rapinoe, Shonda  
16 Rhimes, Pete Rouse, Tracee Ellis Ross, Tina Tchen, Kerry Washington, Rita  
17 Wilson, and Stephanie Young violated the Act;

18 3. Approve the Factual and Legal Analysis;

19 4. Approve the appropriate letters; and

20

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21 30104(a) (requiring political committees to have treasurers and for treasurers to sign and file committees' disclosure  
22 reports).

<sup>69</sup> Compl. at 8-11.

<sup>70</sup> *Id.*

MUR 7915 (When We All Vote, *et al.*)

## First General Counsel's Report

Page 18 of 18

5. Close the file.

Lisa J. Stevenson  
Acting General Counsel

Charles Kitcher  
Associate General Counsel for Enforcement

May 24, 2022

Date

Claudio Pavia  
Deputy Associate General Counsel  
for Enforcement

Theodore Lutz

Theodore Lutz  
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