



FEDERAL ELECTION COMMISSION
Washington, DC 20463

July 19, 2022

VIA FIRST CLASS MAIL

Megan Rapinoe
c/o Civic Nation
1156 15th Street, NW, Suite 1000
Washington, DC 20005

RE: MUR 7915

Dear Ms. Rapinoe:

On July 27, 2021, the Federal Election Commission notified you of a complaint alleging violations of certain sections of the Federal Election Campaign Act of 1971, as amended (the "Act"). On July 12, 2022, the Commission found that there is no reason to believe you violated the Act. Accordingly, on July 12, 2022, the Commission closed its file in this matter.

Documents related to the case will be placed on the public record within 30 days. *See* Disclosure of Certain Documents in Enforcement and Other Matters, 81 Fed. Reg. 50,702 (Aug. 2, 2016). The Factual and Legal Analysis, which explains the Commission's findings, is enclosed for your information.

If you have any questions, please contact Camilla Jackson Jones, the attorney assigned to this matter, at (202) 694-1507 or cjacksonjones@fec.gov.

Sincerely,

Theodore Lutz
Theodore Lutz
Assistant General Counsel

Enclosure
Factual and Legal Analysis

FEDERAL ELECTION COMMISSION
FACTUAL AND LEGAL ANALYSIS

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	

MUR 7915

I. INTRODUCTION

30 The Complaint in this matter alleges that When We All Vote (“WWAV”), a formerly
31 independent 501(c)(3) non-profit organization that was acquired after the 2020 election by Civic
32 Nation, another 501(c)(3) non-profit organization, violated the Federal Election Campaign Act of
33 1971, as amended (the “Act”), by failing to register and report as a political committee, in
34 violation of 52 U.S.C. §§ 30102, 30103, and 30104. The Complaint alleges that “WWAV’s
35 mission to close the age and race voting gap” by engaging in voter registration and get-out-the-
36 vote activity “was merely a smoke screen for WWAV to achieve its goal of helping Democrat

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

Factual and Legal Analysis

Page 2 of 14

1 Joe Biden win the 2020 presidential election.”¹ Respondents deny the allegations, arguing that
 2 Wwav “conducts itself in an entirely non-partisan, unbiased manner without regard to any
 3 candidate running for office,” and deny that Wwav has conducted any federal campaign
 4 activity.²

5 As explained below, the available information does not demonstrate that Wwav
 6 exceeded the \$1,000 contribution or expenditure threshold under the statutory definition of
 7 “political committee.” Although the Complaint argues that individuals associated with Wwav,
 8 namely Andrew Amore, Selena Gomez, Tom Hanks, Erin Hannigan, Faith Hill, Valerie Jarrett,
 9 Liza Koshy, Kyle Lierman, Laura Miller, Lin-Manuel Miranda, Janelle Monáe, Michelle Obama,
 10 Chris Paul, Megan Rapinoe, Shonda Rhimes, Pete Rouse, Tracee Ellis Ross, Tina Tchen, Kerry
 11 Washington, Rita Wilson, and Stephanie Young, (collectively, “Individual Respondents”), may
 12 have made contributions to committees associated with the Democratic Party and its candidates
 13 or expressly advocated for the election or defeat of particular candidates during the 2020 election
 14 cycle, there is no information that they did so when acting on behalf of Wwav or that Wwav
 15 paid for any such communications.³

¹ Compl. at 7 (July 21, 2021).

² 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.

³ The Complaint identifies Valerie Jarrett as Wwav President; Kyle Lierman as CEO of Civic Nation and Wwav; Peter Rouse as Director of Wwav and a Civic Nation board member; Tina Tchen as Wwav’s treasurer and a Civic Nation board member; Erin Hannigan as Managing Director for Wwav from January 2019 to January 2021; Stephanie L. Young as Executive Director of Wwav and Senior Advisor to the Civic Nation; Laura Miller as Wwav’s Managing Director of Campaigns and Advocacy from March 2021 to present; Andrew Amore as Wwav’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 Wwav and do not serve in decision-making roles.” Resp. at 2.

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

Factual and Legal Analysis

Page 3 of 14

1 Therefore, based on the available information, the Commission finds no reason to believe
 2 that When We All Vote and Civic Nation violated 52 U.S.C. §§ 30102, 30103, and 30104, by
 3 failing to register and report as a political committee. Further, because the Complaint alleges no
 4 cognizable violations of the Act by the Individual Respondents, the Commission finds no reason
 5 to believe that they violated the Act.

6 **II. FACTUAL BACKGROUND**

7 Civic Nation is a 501(c)(3) non-profit corporation formed in 2015.⁴ According to the
 8 Response, Civic Nation “empowers and educates individuals, companies, institutions, and
 9 organizations to drive culture, systems and policy change, working towards a more inclusive and
 10 equitable America.”⁵

11 WWAV was established in 2018 and recognized by the Internal Revenue Service as a
 12 public charity operating under section 501(c)(3) of the Internal Revenue Code.⁶ On January 1,
 13 2021, WWAV was acquired by Civic Nation and is currently one of Civic Nation’s “six
 14 initiatives.”⁷ Public records suggest that WWAV was previously incorporated but is no longer
 15 an incorporated entity.⁸ The relationship between the two organizations before Civic Nation

⁴ 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.a.dc.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).

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

⁶ 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).

⁷ 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.”).

⁸ *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

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

Factual and Legal Analysis

Page 4 of 14

1 acquired WWA V is unclear but their 2019 tax returns identify the same address and two
 2 overlapping officers or directors.⁹ The Complaint's allegations generally focus on WWA V's
 3 activities prior to its acquisition by Civic Nation.

4 According to the Response and its current website, WWA V's mission is to "change the
 5 culture around voting and to increase participation in each and every election by helping to close
 6 the race and age gap."¹⁰ To accomplish this mission, WWA V "engages in non-partisan voter
 7 registration activities aimed at registering new voters across the country, civic education efforts
 8 directed towards voters of every age to build an informed and engaged electorate, and advocacy
 9 for voting rights."¹¹

10 The Complaint alleges that WWA V's nonprofit status was a "false[] designation" and
 11 that during the 2020 election cycle WWA V engaged in "partisan political activities" to elect Joe
 12 Biden.¹² The Complaint claims "WWA V did more to help Joe Biden win . . . than the
 13 Democratic National Committee,"¹³ pointing to WWA V's statements that "512,000 people

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).

⁹ 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).

¹⁰ 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 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 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.").

¹¹ Resp. at 1-2.

¹² Compl. at 5.

¹³ *Id.*

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

Factual and Legal Analysis

Page 5 of 14

1 started or completed its voter registration process” and that WWA V “reached over 100 million
 2 eligible voters.”¹⁴ The Complaint further asserts that numerous WWA V activities “indicate [it]
 3 was more interested in electing a Democrat president than it was in closing the age and race
 4 voting gaps.”¹⁵ Accordingly, the Complaint asserts that WWA V was a political committee that
 5 should have registered and reported to the Commission.¹⁶

6 The Complaint claims that WWA V’s purpose is evident by the fact that WWA V was
 7 founded by Michelle Obama, is supported and staffed by individuals who have worked for or are
 8 Democrats,¹⁷ and has high-profile volunteer “co-chairs” who supported Democratic candidates,
 9 including Joe Biden, in the 2020 presidential election.¹⁸ The Complaint includes a chart that
 10 purportedly lists “partisan” public statements, endorsements, or political contributions made by
 11 WWA V’s co-chairs during the 2020 election cycle.¹⁹ For example, the Complaint alleges that
 12 numerous co-chairs made speeches or appearances at the DNC convention or online events
 13 associated with the convention;²⁰ made contributions to Biden or Democratic Party

¹⁴ *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.”).

¹⁵ Compl. at 7-8.

¹⁶ *Id.* at 5.

¹⁷ *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).

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

¹⁹ Compl. at 23-25.

²⁰ *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,

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

Factual and Legal Analysis

Page 6 of 14

1 committees;²¹ “denounced,” “criticized,” “attacked,” or made “[h]ateful [c]omments” about
 2 President Trump;²² campaigned with or fundraised for Biden;²³ and appeared in videos with
 3 Biden or Kamala Harris.²⁴

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

9 Additionally, the Complaint alleges that WWA V focused its in-person events, including

“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)).

²¹ Compl. at 23-25.

²² 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)).

²³ 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)).

²⁴ 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).

²⁵ 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.”).

²⁶ 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)).

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

Factual and Legal Analysis

Page 7 of 14

1 voter registration drives, food and meal distributions, concerts, prom contests, get-out-the-vote
 2 drives, and post-early election celebrations “in heavily Democratic cities in . . . swing states.”²⁷
 3 For example, the Complaint alleges that “WWAV focused the organization’s in-person events in
 4 the cities of Atlanta, Detroit, Milwaukee, Philadelphia, Pittsburgh and Phoenix because these
 5 cities have the highest density of Democratic votes that helped Joe Biden win the swing states of
 6 Arizona, Georgia, Michigan, Pennsylvania, and Wisconsin.”²⁸ The Complaint includes a table
 7 titled “Inducements to Register or Vote” that identifies 35 events between February 27, 2020,
 8 and January 3, 2021.²⁹ Nine of the events on the table occurred virtually.³⁰ As to the in-person
 9 events, the table includes descriptions like “WWAV Hosts Food, Groceries, and Voter
 10 Registration Drive,” “WWAV Sponsors Drive-Thru Food Distribution and Voter Registration,”
 11 and “Entertainment” to “Remind Everyone to Get Registered to Vote.”³¹ The in-person events
 12 identified on the table occurred in Detroit, Michigan, Atlanta, Georgia, Los Angeles, California,
 13 Las Vegas, Nevada, Phoenix, Arizona, Pittsburgh and Philadelphia, Pennsylvania, Charlotte and
 14 Durham, North Carolina, Milwaukee, Wisconsin, Minneapolis and St. Paul, Minnesota, Miami
 15 and Orlando, Florida.³²

²⁷ Compl. at 33.

²⁸ *Id.* at 33, 35.

²⁹ *Id.* at 35-41 (Table 3).

³⁰ *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.

³¹ Compl. at 35-41.

³² *Id.*

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

Factual and Legal Analysis

Page 8 of 14

1 The Complaint further alleges WWA V partnered with “mostly Democratic mayors . . .

2 for the purpose of increasing the vote in heavily Democratic cities” as part of the “WWAV Civic
3 Cities Mayor Initiative.”³³ According to the Complaint, of the “WWAV Civic City Mayors”
4 who signed on to the initiative, there were 51 Democrats, 2 Republicans, and 16 mayors of
5 unknown party affiliation; only 29 of those mayors endorsed a presidential candidate.³⁴

6 According to the Complaint, WWA V’s partnerships with mayors enabled WWA V to “track
7 voter registration and voters,” “exchange voter registration and get out the vote strategies,” and
8 hold a “Prom-athon contest” to register thousands of high school students to vote.³⁵ According
9 to the Complaint, “[m]ost of the Prom-athon winners were in Democratic strongholds in swing
10 states.”³⁶ Further, the Complaint alleges that WWA V’s numerous GOTV efforts, including
11 concerts, raffles, picnics, food and grocery distribution, early voting celebrations, and ticket
12 giveaways to events that were co-sponsored by local business, radio stations, churches and other
13 organizations, amounted to “knowingly and willfully paying, offering to pay, or accepting
14 payment either for registering to vote or voting.”³⁷

15 In short, the Complaint alleges that WWA V’s efforts resulted in an increase in voting in

16 cities where they were held, benefitting Biden’s candidacy.³⁸

³³ Compl. at 33-34. The WWA V 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.

³⁴ *Id.* at 29-32.

³⁵ *Id.* at 5-6, 43-44.

³⁶ *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, respectively).

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

³⁸ *Id.* at 45-46.

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

Factual and Legal Analysis

Page 9 of 14

1 Respondents contend that Civic Nation and WWA V are not political committees subject
 2 to the Act's registration and reporting requirements.³⁹ Respondents state that Civic Nation and
 3 WWA V only engage in "neutral, unbiased election activities" and point to the Complaint's
 4 exhibits as evidence demonstrating that WWA V's activities are "non-partisan" and "targeted
 5 solely at increasing voter education, registration, and turnout."⁴⁰ Respondents point out that
 6 none of the dozens of exhibits detailing their GOTV efforts show any evidence that WWA V
 7 advocated for the election or defeat of a federal candidate or sought to influence an election.⁴¹

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

14 **III. ANALYSIS**

15 **A. Relevant Law**

16 The Act and Commission regulations define a "political committee" as "any committee,
 17 club, association, or other group of persons which receives contributions aggregating in excess of
 18 \$1,000 during a calendar year or which makes expenditures aggregating in excess of \$1,000

³⁹ Resp. at 2.

⁴⁰ *Id.*

⁴¹ *Id.* at 3.

⁴² Resp. at 2.

⁴³ *Id.*

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

Factual and Legal Analysis

Page 10 of 14

1 during a calendar year.”⁴⁴ In *Buckley v. Valeo*,⁴⁵ the Supreme Court held that defining political
 2 committee status “only in terms of [the] amount of annual ‘contributions’ and ‘expenditures’”
 3 might be overbroad, reaching “groups engaged purely in issue discussion.”⁴⁶ To cure that
 4 infirmity, the Court concluded that the term “political committee” “need only encompass
 5 organizations that are under the control of a candidate or the *major purpose of which is the*
 6 *nomination or election of a candidate.*”⁴⁷ Accordingly, under the statute as thus construed, an
 7 organization that is not controlled by a candidate must register as a political committee only if
 8 (1) it crosses the \$1,000 threshold, and (2) it has as its “major purpose” the nomination or
 9 election of federal candidates.

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

14 Political committees must comply with certain organizational and reporting requirements
 15 set forth in the Act. They must register with the Commission, file periodic reports for disclosure
 16 to the public, appoint a treasurer who maintains its records, and identify themselves through
 17 “disclaimers” on all of their political advertising, on their websites, and in mass e-mails.⁴⁹

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

⁴⁵ 424 U.S. 1 (1976) (per curiam).

⁴⁶ *Id.* at 79.

⁴⁷ *Id.* (emphasis added).

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

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

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

Factual and Legal Analysis

Page 11 of 14

1 An “independent expenditure” is an expenditure “for a communication expressly
 2 advocating the election or defeat of a clearly identified candidate” that is not coordinated with
 3 the candidate or the candidate’s committee.⁵⁰ The term “expressly advocating” includes any
 4 communication that (1) uses phrases or words such as “vote for,” “elect,” “defeat,” etc., “which
 5 in context can have no other reasonable meaning than to urge the election or defeat of one or
 6 more clearly identified candidate(s); or (2) “[w]hen taken as a whole and with limited reference
 7 to external events, such as the proximity to the election, could only be interpreted by a
 8 reasonable person as containing advocacy of the election or defeat of one or more clearly
 9 identified candidate(s).”⁵¹

10 **B. The Commission Finds No Reason to Believe That WWA V And Civic Nation
 11 Failed to Register and Report as a Political Committee**

12 The Complaint argues that WWA V is a political committee and therefore should have
 13 registered and reported as such.

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

19 To assess whether an organization has made an “expenditure,” the Commission analyzes
 20 whether spending on any of an organization’s communications made independently of a

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

⁵¹ 11 C.F.R. § 100.22(a)-(b).

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

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

Factual and Legal Analysis

Page 12 of 14

1 candidate constitute express advocacy under 11 C.F.R. § 100.22.⁵³ WWA V has not filed any
 2 disclosures with the Commission reporting any independent expenditures. Moreover, further
 3 examination of WWA V's activities does not indicate that the organization made any unreported
 4 independent expenditures. In the lengthy descriptions and documentation of WWA V's activities
 5 included in and attached to the Complaint, none appear to reflect communications by WWA V
 6 that include express advocacy under 11 C.F.R. § 100.22.⁵⁴ The WWA V communications
 7 provided with the Complaint primarily consist of internet and social media posts that advertised
 8 voter registration and GOTV efforts in combination with food and grocery distribution or live
 9 music and entertainment, as well as the artists, entertainers and musicians that would be
 10 participating in each event.⁵⁵ The early voting celebration communications, which were also
 11 advertised on websites and through social media platforms, only advertised music, entertainment,
 12 and free food.⁵⁶ None of the available communications identify a candidate let alone expressly
 13 advocate for their election or defeat. Thus, the communications described in the Complaint and
 14 its exhibits do not reflect spending by WWA V for independent expenditures.⁵⁷

⁵³ 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).

⁵⁴ *See, e.g.*, Compl., Exs. 80-84, 87-92.

⁵⁵ *See id.*, Exs. 93-94, 96-98, 101, 108-109, 113. Many of the WWA V communications attached to the Complaint are WWA V 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).

⁵⁶ *Id.*, Exs. 105-106, 122-130.

⁵⁷ *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.*)

Factual and Legal Analysis

Page 13 of 14

1 Though the Complaint argues that WWAV volunteer co-chairs made public statements
 2 that “endorsed,” “campaigned with,” or “appeared with” candidate Joe Biden, or “denounced”
 3 Donald Trump during the election cycle,⁵⁸ nothing in the Complaint or attached exhibits suggest
 4 that the individuals did so in their capacities as WWAV volunteers or that the volunteers’
 5 statements reflected that WWAV spent money to disseminate volunteers’ statements in support
 6 of candidates. As mentioned above, the available WWAV communications that preceded the
 7 2020 election were limited to voter registration drives and GOTV efforts that did not name any
 8 federal candidate.

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

⁵⁸ Compl. at 23-25.

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

⁶⁰ 52 U.S.C. § 30101(8)(A).

⁶¹ 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.*)

Factual and Legal Analysis

Page 14 of 14

1 Therefore, the available information does not indicate that WWAV crossed the Act's
 2 \$1,000 threshold for political committee status. Accordingly, the Commission finds no reason to
 3 believe that When We All Vote and its parent Civic Nation violated 52 U.S.C. §§ 30102, 30103,
 4 30104, by failing to register and report as a political committee.

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

6 As to the Individual Respondents, the Complaint alleges no cognizable violations of the
 7 Act. The allegation that WWAV failed to register and report as a political committee does not
 8 extend to the individuals allegedly associated with WWAV, as they have no individual liability
 9 for any potential WWAV reporting violations.⁶² The Complaint makes no specific allegations
 10 that the Individual Respondents engaged in any conduct in support of WWAV or Civic Nation
 11 that violated the Act.⁶³ The Complaint only discusses the Individual Respondents' alleged
 12 partisan political activities in their individual capacities and not as agents of WWAV or Civic
 13 Nation.⁶⁴ Accordingly, the Commission finds no reason to believe Andrew Amore, Selena
 14 Gomez, Tom Hanks, Erin Hannigan, Faith Hill, Valerie Jarrett, Liza Koshy, Kyle Lierman,
 15 Laura Miller, Lin-Manuel Miranda, Janelle Monáe, Michelle Obama, Chris Paul, Megan
 16 Rapinoe, Shonda Rhimes, Pete Rouse, Tracee Ellis Ross, Tina Tchen, Kerry Washington, Rita
 17 Wilson, and Stephanie Young violated the Act.

⁶² 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), 30104(a) (requiring political committees to have treasurers and for treasurers to sign and file committees' disclosure reports).

⁶³ Compl. at 8-11.

⁶⁴ *Id.*