



AGENDA DOCUMENT NO. 12-02

**MINUTES OF AN OPEN MEETING
OF THE
FEDERAL ELECTION COMMISSION
THURSDAY, DECEMBER 15, 2011**

PRESENT:

Cynthia L. Bauerly, Chair, presiding

Caroline C. Hunter, Vice Chair

Donald F. McGahn II, Commissioner

Matthew S. Petersen, Commissioner

Steven T. Walther, Commissioner

Ellen L. Weintraub, Commissioner

**Patricia Carmona, Chief Compliance Officer,
representing Alec Palmer, Staff Director**

Anthony Herman, General Counsel

Shawn Woodhead Werth, Secretary and Clerk

Chair Cynthia L. Bauerly called the Federal Election Commission to order in an open meeting at 10:05 A.M. on Thursday, December 15, 2011 with a quorum present.

I. CORRECTION AND APPROVAL OF MINUTES

**Minutes for December 1, 2011
Agenda Document No. 11-71**

Chair Bauerly recognized Vice Chair Hunter who

**MOVED to approve Agenda Document No. 11-71,
minutes for the open session held on December 1, 2011.**

The motion carried on a vote of 6-0 with Commissioners Bauerly, Hunter, McGahn, Petersen, Walther and Weintraub voting affirmatively for the decision.

Chair Bauerly recognized Vice Chair Hunter who

**MOVED to suspend the rules on the timely
submission of agenda documents in order to
consider the late submission of Agenda
Document Nos. 11-70, 11-74, 11-73, and 11-72.**

The motion carried on a vote of 6-0 with Commissioners Bauerly, Hunter, McGahn, Petersen, Walther and Weintraub voting affirmatively for the decision.

II. DRAFT ADVISORY OPINION 2011-22

**Virginia Poultry Growers Cooperative, Inc.
by Elliot S. Berke, Esq.**

**Agenda Document No. 11-70
(Submitted Late)**

Chair Bauerly recognized Ms. Joanna Waldstreicher of the General Counsel's Office who presented the draft advisory opinion concerning the application of the Federal Election Campaign Act of 1971, as amended, and Commission regulations to the Virginia Poultry Growers Cooperative, Inc. (VPGC) which asks whether VPGC constitutes a membership organization such that it may establish a separate segregated fund (SSF), act as a collecting agent for the SSF, and collect contributions to the SSF from its unincorporated members through deductions from payments owed to those members. It also asks whether VPGC or its SSF may solicit contributions to the SSF from the executive or administrative personnel of VPGC's incorporated members.

Chair Bauerly recognized Vice Chair Hunter who

**MOVED to approve Agenda Document No. 11-70, Draft
Advisory Opinion 2011-22.**

The motion carried on a vote of 6-0 with Commissioners Bauerly, Hunter, McGahn, Petersen, Walther and Weintraub voting affirmatively for the decision.

III. DRAFT NOTICE OF PROPOSED RULEMAKING – INDEPENDENT EXPENDITURE REPORTING BY PERSONS OTHER THAN POLITICAL COMMITTEES

**Agenda Document No. 11-74
(Submitted Late)**

Chair Bauerly stated that, in June of this year, the Commission put out notices of availability for this and the following item on the agenda and sought public comments.

Chair Bauerly recognized Ms. Cheryl Hemsley of the General Counsel's Office who presented the Draft Notice which is in response to the petition for rulemaking filed by Congressman Chris Van Hollen regarding independent expenditure reporting by persons other than political committees. The Draft Notice proposes amending 11 C.F.R. § 109.10(e) which deals with disclosure of contributions to such persons making independent expenditures.

Discussion followed.

Chair Bauerly recognized Commissioner Weintraub who

MOVED to approve Agenda Document No. 11-74, direct staff to insert the dates of February 3 and 17 as the dates for comments and reply comments to be received, make any other technical and conforming amendments, and publish the Notice in the Federal Register.

The motion failed on a vote of 3-3 with Commissioners Bauerly, Walther and Weintraub voting affirmatively for the motion. Commissioners Hunter, McGahn and Petersen dissented.

IV. DRAFT NOTICE OF PROPOSED RULEMAKING – INDEPENDENT EXPENDITURES AND ELECTIONEERING COMMUNICATIONS BY CORPORATIONS AND LABOR ORGANIZATIONS

**Agenda Document No. 11-73
(Submitted Late)**

Chair Bauerly recognized Ms. Esther Heiden of the General Counsel's Office who presented the Draft Notice in response to the petition for rulemaking filed by the James Madison Center for Free Speech. The Draft Notice proposes amending regulations implementing the statutory prohibitions on corporations and labor organizations making independent expenditures and electioneering communications, and deleting other regulations in light of the Supreme Court's decision in *Citizens United*.

Discussion followed.

Chair Bauerly recognized Vice Chair Hunter who

MOVED to approve Agenda Document No. 11-73.

The motion carried on a vote of 5-1 with Commissioners Bauerly, Hunter, McGahn, Petersen and Walther voting affirmatively for the decision. Commissioner Weintraub dissented.

V. ELECTION OF OFFICERS

A. Election of Chair

Chair Bauerly recognized Commissioner Walther who

MOVED to elect Vice Chair Caroline C. Hunter to serve as Chair of the Federal Election Commission for 2012.

The motion carried on a vote of 5-0 with Commissioners Bauerly, McGahn, Petersen, Walther and Weintraub voting affirmatively for the decision. Commissioner Hunter did not vote.

B. Election of Vice Chair

Chair Bauerly recognized Commissioner Petersen who

MOVED to elect Commissioner Ellen L. Weintraub to serve as Vice Chair of the Federal Election Commission for 2012.

The motion carried on a vote of 5-0 with Commissioners Bauerly, Hunter, McGahn, Petersen, and Walther voting affirmatively for the decision. Commissioner Weintraub did not vote.

VI. FUTURE MEETING DATES

**Memorandum from Vice Chair Hunter dated
December 13, 2011**

**Agenda Document No. 11-72
(Submitted Late)**

Chair Bauerly recognized Vice Chair Hunter who

MOVED to approve Agenda Document No. 11-72.

The motion carried on a vote of 6-0 with Commissioners Bauerly, Hunter, McGahn, Petersen, Walther and Weintraub voting affirmatively for the decision.

Chair Bauerly noted that this is the last open meeting for Ms. Rosie Smith, Associate General Counsel for Policy. General Counsel Herman, Vice Chair Hunter, Commissioner Weintraub, Commissioner Walther and Commissioner Petersen provided remarks on Ms. Smith's service to the Commission. Chair Bauerly summarized Ms. Smith's 28 year career, acknowledged her dedicated service and recognized Ms. Smith, who thanked the Commission and said farewell.

Chair Bauerly recognized Commissioner Walther, Vice Chair Hunter, Commissioner Petersen and Commissioner Weintraub for a moment of personal privilege. They each thanked Chair Bauerly, highlighted some of the unique challenges she faced during her tenure and commended her for her accomplishments as this year's Chair.

Chair Bauerly expressed her appreciation to the staff for their hard work. She thanked members of the Secretary's Office as well as each of

**the talented former and current members of her staff and said that it has
been a privilege and honor to work with everyone.**

VII. MANAGEMENT AND ADMINISTRATIVE MATTERS

**There being no further business to come before the Commission,
the meeting adjourned at 11:02 A.M.**

Signed:

**Cynthia L. Bauerly
Chair of the Commission**

Attest:

**Shawn Woodhead Werth
Secretary and Clerk of the Commission**