

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
Julie Brill
Maureen K. Ohlhausen
Joshua D. Wright
Terrell McSweeney

In the Matter of)	
)	
)	Docket No.C-4507
)	
Professional Lighting and Sign Management Companies of America, Inc., a corporation.)	
)	
)	

DECISION AND ORDER

The Federal Trade Commission, having initiated an investigation of certain acts and practices of the Professional Lighting and Sign Management Companies of America, Inc. (“Respondent” or “PLASMA”) and Respondent having been furnished thereafter with a copy of a draft complaint that the Bureau of Competition proposed to present to the Commission for its consideration and which, if issued by the Commission, would charge Respondent with violations of Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. §45; and

Respondent, its attorneys, and counsel for the Commission having thereafter executed an agreement containing a consent order, an admission by Respondent of all the jurisdictional facts set forth in the aforesaid draft of complaint, a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by Respondent that the law has been violated as alleged in such complaint, or that the facts as alleged in such complaint, other than jurisdictional facts, are true, and waivers and other provisions as required by the Commission’s Rules; and

The Commission having thereafter considered the matter and having determined that it had reason to believe that Respondent has violated the said Act, and that a complaint should issue stating its charges in that respect, and having accepted the executed consent agreement and placed such agreement on the public record for a period of thirty (30) days for the receipt and consideration of public comments, now in further conformity with the procedure described in

Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission hereby issues its complaint, makes the following jurisdictional findings and enters the following order (“Order”):

1. Respondent Professional Lighting and Sign Management Companies of America, Inc., is a non-profit corporation organized, existing, and doing business under, and by virtue of, the laws of the State of Florida, with its office and principal place of business located at 1100-H Brandywine Boulevard, Zanesville, Ohio.
2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the Respondent, and the proceeding is in the public interest.

ORDER

I.

IT IS HEREBY ORDERED that, as used in this Order, the following definitions, shall apply:

- A. “Respondent” or “PLASMA” means Professional Lighting and Sign Management Companies of America, Inc., its directors, boards, officers, employees, agents, representatives, councils, committees, foundations, divisions, successors, and assigns.
- B. “Antitrust Compliance Officer” means a person appointed under Paragraph IV.A. of this Order.
- C. “Antitrust Counsel” means a lawyer admitted to practice law in one or more of the judicial districts of the courts of the United States.
- D. “Antitrust Laws” means the Federal Trade Commission Act, as amended, 15 U.S.C. § 41 *et seq.*, the Sherman Act, 15 U.S.C. § 1 *et seq.*, and the Clayton Act, 15 U.S.C. § 12 *et seq.*
- E. “FTC Settlement Statement” means the statement attached to this Order as Appendix A.
- F. “Leaders” means PLASMA’s board of directors and officers.
- G. “Member” means a member of PLASMA.
- H. “Organization Documents” means any documents relating to the governance, management, or direction of PLASMA, including, but not limited to, bylaws, rules, regulations, codes of ethics, standard operating procedures, policy statements, interpretations, commentaries, or guidelines.

- I. “Regulating” means (1) adopting, maintaining, or enforcing any rule, regulation, standard operating procedure, interpretation, ethical ruling, policy, or commentary; (2) taking or threatening to take formal or informal disciplinary action; or (3) conducting formal or informal investigations or inquiries.
- J. “Services” or “Servicing” means the installation or maintenance of any lighting, electrical sign, or related project performed in exchange for compensation.

II.

IT IS FURTHER ORDERED that Respondent, directly or indirectly, or through any corporate or other device, in or in connection with Respondent’s activities as an association in or affecting commerce, as “commerce” is defined in Section 4 of the Federal Trade Commission Act, 15 U.S.C. § 44, do forthwith cease and desist from:

- A. Regulating, restricting, restraining, impeding, or interfering with the provision of Services by Members to customers in any geographic area;
- B. Regulating, restricting, restraining, impeding, or interfering with Members’ setting of rates, prices, or fees for any Services;
- C. Regulating, restricting, restraining, impeding, or interfering with Members’ solicitation of, or competition for, the customers of any other Member.

PROVIDED, HOWEVER, that nothing in this Paragraph II shall prohibit Respondent from requesting, but not requiring, a Member to identify any geographic region(s) within which such Member can quickly respond for service. PLASMA shall place no restrictions on the number of Members that may identify a particular geographic region as a “quick response” region.

III.

IT IS FURTHER ORDERED that:

- A. No later than thirty (30) days from the date this Order is issued, Respondent shall:
 - 1. Post and thereafter maintain for three (3) years on PLASMA’s website, together with a link from Respondent’s home or menu page that is entitled “Antitrust Compliance,” the following items:
 - (a) The FTC Settlement Statement; and
 - (b) A link to the Federal Trade Commission’s website that contains the press release issued by the Commission in this matter; and

2. Distribute electronically or by other means a copy of the FTC Settlement Statement to its Leaders, employees, and Members.
- B. No later than sixty (60) days from the date this Order is issued Respondent shall:
1. Remove from PLASMA's Organization Documents and PLASMA's website any statement that is inconsistent with Paragraph II. of this Order, and
 2. Publish on PLASMA's website, alongside the items required by Paragraph III.A.1, any revisions of PLASMA's Organization Documents.
- C. For a period of three (3) years after this Order is issued, distribute electronically or by other means, a copy of the FTC Settlement Statement to each:
1. New Member no later than thirty (30) days after the date of commencement of the membership; and
 2. Member who receives a membership renewal notice at the time the Member receives such notice.
- D. Respondent shall maintain and make available to Commission staff for inspection and copying upon reasonable notice records adequate to describe in detail any:
1. Action against any Member taken in connection with the activities covered by Paragraph II. of this Order, including but not limited to enforcement, advisory opinions, advice or interpretations rendered; and
 2. Complaint received from any person relating to Respondent's compliance with this Order.

IV.

IT IS FURTHER ORDERED that Respondent shall design, maintain, and operate an antitrust compliance program to assure compliance with this Order and the Antitrust Laws, including but not limited to:

- A. No later than thirty (30) days from the date this Order is issued, Respondent shall appoint and retain an Antitrust Compliance Officer for the duration of this Order to supervise Respondent's antitrust compliance program.
- B. For a period of three (3) years from the date this Order is issued, the Antitrust Compliance Officer shall be the Chief Executive Officer of Respondent, after which three-year period a new Antitrust Compliance Officer may be appointed who shall be Antitrust Counsel, a member of the Board of Directors, or employee of Respondent.

- C. For a period of three (3) years from the date this Order is issued, Respondent shall provide annual training to its Leaders and employees concerning Respondent's obligations under this Order and an overview of the Antitrust Laws as they apply to Respondent's activities, behavior, and conduct.
- D. Respondent shall implement policies and procedures to:
 - 1. Enable persons (including, but not limited to, its Leaders, employees, and Members) to ask questions about, and report violations of, this Order and the Antitrust Laws, confidentially and without fear of retaliation of any kind; and
 - 2. Discipline Leaders, employees, and Members for failure to comply fully with this Order.
- E. For a period of three (3) years from the date this Order is issued, Respondent shall conduct a presentation at each annual meeting of PLASMA that summarizes Respondent's obligations under this Order and provides context-appropriate guidance on compliance with the Antitrust Laws.

V.

IT IS FURTHER ORDERED that Respondent shall file a verified written report with the Commission setting forth in detail the manner and form in which it intends to comply, is complying, and has complied with this Order:

- A. No later than (i) ninety (90) days after the date this Order is issued, (ii) one hundred eighty (180) days after the date this Order is issued; and
- B. No later than one (1) year after the date this Order is issued and annually thereafter for four (4) years on the anniversary of the date on which this Order is issued, and at such other times as the Commission staff may request.

VI.

IT IS FURTHER ORDERED that Respondent shall notify the Commission at least thirty (30) days prior to any proposed:

- A. Dissolution of Respondent;
- B. Acquisition, merger, or consolidation of Respondent; or

- C. Any other change in Respondent, including, but not limited to, assignment and the creation or dissolution of subsidiaries, if such change might affect compliance obligations arising out of this Order.

VII.

IT IS FURTHER ORDERED that, for the purpose of determining or securing compliance with this Order, and subject to any legally recognized privilege, and upon written request and upon five (5) days' notice to Respondent, Respondent shall, without restraint or interference, permit any duly authorized representative of the Commission:

- A. Access, during business office hours of the Respondent and in the presence of counsel, to all facilities, and access to inspect and copy all books, ledgers, accounts, correspondence, memoranda and all other records and documents in the possession, or under the control, of the Respondent related to compliance with this Order, which copying services shall be provided by the Respondent at its expense; and
- B. To interview officers, directors, or employees of the Respondent, who may have counsel present, regarding such matters.

VIII.

IT IS FURTHER ORDERED that this Order shall terminate on February 5, 2035.

By the Commission.

Donald S. Clark
Secretary

SEAL:
ISSUED: February 5, 2015

APPENDIX A

(Letterhead of PLASMA)

Dear PLASMA Member:

The Federal Trade Commission has conducted an investigation concerning provisions in PLASMA's Bylaws and Standard Operating Procedures that the Federal Trade Commission believes restrained its members from competing in the territory of another member, from engaging in price competition, and from soliciting another member's customers upon termination of membership in the association. The Federal Trade Commission alleges that certain provisions violate the Federal Trade Commission Act because they unreasonably deprive customers of the benefits of competition among licensed electricians.

To end the investigation expeditiously and to avoid disruption to its core functions, PLASMA voluntarily agreed, without admitting any violation of the law, to the entry of a Consent Agreement and a Decision and Order by the Federal Trade Commission. As a result, PLASMA will amend the above-referenced restrictions in its Bylaws and Standard Operating Procedures to assure that they do not unreasonably restrain competition. The current provisions are no longer effective.

In general, the Federal Trade Commission's Decision and Order prohibits PLASMA from restricting the service areas of a member; from restricting the pricing that any member can offer to a customer; or from restricting a member's ability to solicit or compete for the customers of other members, including upon termination of membership.

The Decision and Order also requires that PLASMA implement an antitrust compliance program.

A copy of the Decision and Order is enclosed. It is also available on the Federal Trade Commission website at www.FTC.gov, and through the PLASMA website.