



THE SOCIAL ENTERPRISE &  
NONPROFIT LAW CLINIC

GEORGETOWN LAW

## SERVING WASHINGTON, D.C. AND BEYOND

A N N U A L R E P O R T | 2 0 1 5





I am delighted to report the achievements of the Social Enterprise & Nonprofit Law Clinic at Georgetown University Law Center in its second year. During the 2014-2015 academic year, 18 third-year law students provided 5,038 hours of free legal services to 11 social enterprises and nonprofit organizations. Clinic students assumed the role of lead attorney to their clients, representing them on business and transactional matters, including:

- Advising a Delaware public benefit corporation dedicated to removing financial barriers to higher education on governance, best practices for public benefit corporations, and consumer privacy laws;
- Counseling a nonprofit dedicated to increasing access to justice and the courts for moderate income individuals;
- Creating a legal framework for volunteers working with minors, including comprehensive volunteer policies and a volunteer orientation and training for a nonprofit dedicated to teaching children math and science skills;
- Advising a local nonprofit on structuring its recently-launched for-profit social enterprise;
- Counseling a D.C. nonprofit organization dedicated to providing safety net services for low-income senior citizens on creating several small for-profit ventures to generate additional revenue streams for the parent nonprofit;
- Incorporating, applying for tax-exemption and providing corporate governance and anti-terrorism financing advice to an international NGO dedicated to improving the lives of women through economic empowerment;
- Creating a brand protection strategy and applying for trademark registration for a new social enterprise; and
- Assessing entity options for a collective dedicated to providing therapeutic green spaces for low-income and marginalized communities of color in D.C. that preserved the client's mission and culture.

Kudos to our Clinic students for their hard work and dedication to practicing transactional law in the public interest! And thank you to our nonprofit and social enterprise clients for the services they provide to improve their communities and make a lasting social impact.

#### Alicia Plerhoples

Associate Professor of Law

*Director, Social Enterprise & Nonprofit Law Clinic*

### 2014-2015 ACADEMIC YEAR

Clients Represented:  
**11**

Clinic Student Attorneys:  
**18**

Hours of Pro Bono Legal  
Services Provided:  
**5,038**

## TOTAL PROGRESS SINCE CLINIC OPERATIONS BEGAN IN SEPTEMBER 2013

Clients Represented:  
**30**

Clinic Student Attorneys:  
**36**

Hours of Pro Bono Legal  
Services Provided:  
**10,782**

### SUPPORTING LOCAL D.C. NONPROFITS AND SOCIAL ENTREPRENEURS

In the 2014-2015 academic year, the Social Enterprise & Nonprofit Law Clinic worked with many D.C.-based nonprofits, social entrepreneurs, and advocates. This local focus not only allows the Clinic to give back to the community it calls home, but also gives students an opportunity to explore and understand the challenges and strengths of the D.C. community beyond the Georgetown Law campus. As D.C. experiences increasing income inequality, it becomes increasingly important for the Clinic to provide legal assistance to organizations that serve and empower vulnerable D.C. communities. In particular, students worked with D.C. organizations that teach children math and science skills through interactive building and construction projects, provide safety net services to low-income seniors, allow modest income individuals to access affordable lawyers, and create therapeutic green spaces for low-income and marginalized communities of color in D.C.

The Social Enterprise & Nonprofit Law Clinic serves social enterprises that are unrepresented given the high cost of legal services; nonprofit organizations and foundations working in a wide range of fields (including health, social services, education, youth development, technology, food safety and security, sustainable agriculture, and civil rights); and select small businesses.

Representation of this client group is consistent with Georgetown University's long tradition of public service. Social enterprises, nonprofit organizations, and small businesses contribute to innovation, economic and job growth, and a strong social safety net. These businesses and organizations are often unrepresented due to the high cost of legal services. The Clinic aims to support and encourage these important groups in Washington, D.C. through the provision of *free* legal services.

### LEGAL ADVICE BEYOND INCORPORATION

This year, clinic students provided extensive legal advice on a range of complex topics, including consumer privacy, volunteer management, generating additional revenue streams to nonprofits' financial portfolios, brand and trademark protection, and anti-terrorism financing. This work exposes students to the many aspects of transactional practice, and ensures that nonprofits and social entrepreneurs are receiving holistic legal advice and counseling, rather than one-off legal services.

While some client work was accomplished within a semester, the Clinic also worked with three clients for the entire academic year. The ability to take on long-term legal matters ensures clients' needs are met, and allows students to see various aspects of a transactional representation.



*Spring 2015 students Stephanie Knopp, Jolene Wang, Michael Smith, Fawah Akwo, Naresh Lall and Kristina Rochester with Visiting Associate Professor Priya Baskaran.*

"SENLC exposed me to the substantive legal skills involved in transactional lawyering that I would not have otherwise encountered in the law school classroom. SENLC provides students with strong foundational skills to be prepared to practice while also emphasizing teamwork and client counseling. Throughout the semester, my partner and I had

numerous conversations with our client where we presented our research and explained options and recommendations to resolve complex issues. Although we had the support of our professors, the ultimate decisions and recommendations were up to us. In this way, we were not only learning but also providing meaningful advice that impacted our client's business. I am extremely grateful to have had the experience of SENLC as a capstone to my Georgetown Law education and know that I will apply these skills in my career." — *Julia Merrill, L'15*

"My clinical experience was one of my most rewarding law school experiences because of the skills and relationships I developed during the semester. My partner and I were in charge of the entire client relationship, which allowed me to improve my planning, writing, and client management skills. I developed active listening skills and the ability to adapt to the client's concerns and wishes. In preparing for and leading client meetings, I improved my ability to anticipate client needs but also the ability to pivot to address the client's concerns. The clinic was also a community in which students could learn from each other. Clinic students could collaborate and learn from each other's client relationships during classroom roundtables and mock presentations. I enjoyed becoming familiar with D.C.-based innovative organizations and learning more about the community of social entrepreneurs." — *Jill Klotzbach, L'15*



Visiting Associate Professor Priya Baskaran in a supervision meeting with Spring 2015 students Stephanie Knopp and Kristina Rochester.

## THE CLINIC'S IMPACT: HIGHLIGHTS



During the Fall 2014 semester, Clinic students Jill Klotzbach (L'15) and Steven Pong (L'15) provided extensive legal advice to MPOWER Financing, a Delaware public benefit corporation which works to remove financial barriers to American higher-education for students who are not served by traditional banks, such as low-income and international students. Working directly with MPOWER's founders, Jill and Steven prepared and drafted governance documents and policies for MPOWER to reflect its commitment to being a mission-accountable public benefit corporation. Steven and Jill also advised MPOWER on consumer privacy laws.

"The clinic was instrumental in setting the proper tone, cadence and process around all the legal work to be done at the inception of MPOWER Financing's social business. As recent co-founders there was no shortage of items demanding our attention at the time, from reviewing financial models, to building our loan platform, to managing partnerships and onboarding new employees. In this environment, receiving actionable professional advice helped us cover the top legal priorities and ensure that we were building MPOWER with a legal framework that best reflected our social mission. Alicia's team helped us on multiple fronts, from helping us understand the intricacies and requirements of our B-corp status to drafting full bylaws, privacy policies, and stockholder consents. The team was timely, diligent, and had a level of expertise comparable to that of top law firms (perhaps even more so when it came to items specific to social enterprises!). The clinic helped us kick start our legal streams of work at no cost and with a reasonable amount of founder time required." — *Manu Smadja and Michael Davis, MPOWER Co-Founders*

Although the Clinic primarily serves D.C. organizations that provide local services, the Clinic also represents international NGOs with headquarters or offices in D.C. During the Fall 2014 semester, Clinic students Joseph Zimmerl (L'15) and Kelsey Scribner (L'15) represented the Danielle



Saint Lôt Haiti Women's Foundation, which is based in D.C. Danielle Saint Lôt, the president of the Foundation, is Ambassador at Large of the Republic of Haiti for Women's Empowerment and has spent much of her career promoting women's rights and business development in Haiti. The Foundation continues her work and is dedicated to improving the lives of Haitian women by providing business and leadership training to Haitian women entrepreneurs and connecting them with global export markets for their products. Kelsey and Joseph provided Ambassador Saint Lôt and the Foundation's board of directors with comprehensive corporate governance advice. Kelsey and Joseph incorporated the Foundation and completed the Foundation's application for tax-exempt recognition. Finally, Joseph and Kelsey provided Ambassador Saint Lôt and the Foundation's board of directors with guidance on anti-terrorism financing.

"I was very impressed by the professionalism of Professor Alicia Plerhoples' team of law students who dedicated so much time to help register the Danielle Saint Lot Haiti Women's Foundation. The services provided by Georgetown University Law Center's Social Enterprise & Nonprofit Law Clinic was invaluable. Their hard work ensured that we were able to launch the Haiti Women's Business Academy in a timely manner. Merci!" — *Ambassador Danielle Saint-Lôt, President, Danielle Saint Lot Haiti Women's Foundation*

Fawah Akwo (L'15) and Michael Smith (L'15) advised The Potter's House, a nonprofit café, bookstore, and neighborhood hub in Adams Morgan, on its recently-launched for-profit social enterprise. They advised the Board on possible entity structure options as the enterprise grows.

"The Clinic has been an invaluable resource as we explore the most sustainable structures for our community-rooted cafe and bookstore. Patiently walking us through the different forms of non-profit/for-profit hybrids, Fawah and Mike illuminated the field of what's possible. And as the best guides do, they didn't tell us what to do but empowered us to make informed choices." — *Tim Kumfer, General Manager, The Potter's House*

Fawah and Michael also provided extensive advice to Wise Young Builders, a nonprofit dedicated to teaching children math and science skills through interactive building and construction projects. Fawah and Michael helped Wise Young Builders create a legal framework for volunteers working with minors, reviewed and revised the client's organizational and governance documents for compliance

with recent updates in D.C. nonprofit law, and advised their client on protecting its intellectual property.

"As the founder of a small and burgeoning non-profit, located in Washington, D.C., we were extremely pleased to receive services from Georgetown University- Social Enterprise Clinic. The intake process was smooth and we found that working with Michael and Fawah was extremely thorough and professional. Their training and professionalism was clearly demonstrated in their interaction, follow through, correspondence, research and presentations. They were a pleasure to team with and your initiative through Georgetown University has advanced our cause by leaps and bounds. Thank you again for all of your work and support with Wise Young Builders. We hope that others are able to benefit as much as we were." — *Elijah Moses, Social Architect, Wise Young Builders*

## THE CLINIC TEAM

**Alicia Plerhoples** is Associate Professor of Law and the Director of the Social Enterprise & Nonprofit Law Clinic. She joined the Georgetown faculty in 2012, having previously taught as a clinical teaching fellow at Stanford Law School and a visiting assistant professor at University of California Hastings College of the Law. Professor Plerhoples has been active in the local and national social enterprise movement, often speaking about laws that affect the work of social entrepreneurs. Her article *Social Enterprise as Commitment: A Roadmap*, 48 Wash. Univ. J. of L. & Pol'y 89 (2015), posits that absent legal reform, a for-profit social enterprise must develop internal mechanisms to prioritize its social mission, mitigate tensions between pursuing dual missions, and avoid engaging in deceptive greenwashing. Her article *Delaware Public Benefit Corporations 90 Days Out: Who's Opting In?*, 14 U.C. Davis. Bus. J.L. (2014), presents empirical research on the 55 public benefit corporations that initially incorporated or converted to the new corporate form in Delaware. Her article *Can an Old Dog Learn New Tricks?*, 13 Transactions: Tenn. J. Bus. L. 221 (2012), examines traditional corporate law principles and how they might be adapted and applied to the flexible purpose corporation, a new corporate form in California that allows businesses to pursue social and environmental objectives along with profits. Prior to teaching, Professor Plerhoples practiced law in the corporate finance and real estate finance departments at law firms in Silicon Valley and New York City where she advised financial institutions and emerging biomedical and technology companies on finance

arrangements. Professor Plerhoples received a J.D. from Yale Law School, a Masters in Public Administration from Princeton University's Woodrow Wilson School of International and Public Policy, and an A.B. from Harvard College.

**Priya Baskaran** is the Visiting Associate Professor of the Social Enterprise & Nonprofit Law Clinic. Priya came to the Law Center from the Community and Economic Development Clinic at the University of Michigan Law School, where she served as a staff attorney. At Michigan, Priya provided transactional legal services to community based organizations, non-profits, and small businesses in the City of Detroit and metro area. Priya has also worked on international land use issues as a research fellow for the East West Management Institute. Her work focused on environmental and land use issues with vulnerable populations in Cambodia. Priya is particularly interested in food policy and urban agriculture as an economic development tool.

Priya received her J.D. from the University of Michigan Law School and Masters in Urban Planning from the University of Michigan's Taubman College of Art, Architecture, and Engineering in 2008. She served as the Symposium Editor for the *Michigan Journal of Race & Law* and organized the 2008 symposium "From Proposition 209 to Proposal 2: Examining the Effects of Anti-Affirmative Action Voter Initiatives." Priya was also a recipient of the Doris McCree Award for Outstanding Student Leadership and a Clara M. Bates Overseas Fellowship.

**Lauren Rogal** is a Supervising Attorney and Clinical Teaching Fellow in the Social Enterprise & Nonprofit Law Clinic. She previously spent three years at the D.C. firm of

Klamp & Associates, P.C., which exclusively serves nonprofits and social enterprises. During her time as an associate, Lauren focused on developing sustainable financing structures for community development and facilitating complex international transactions. Her background also includes positions at the United Nations Development Programme, the Calvert Social Investment Foundation, and the Community Legal Education Center, which works on natural resource rights in Cambodia. Lauren earned her J.D. from the University of Michigan Law School and MA from the School of Advanced International Studies at the Johns Hopkins University. At Michigan, she was a Clarence Darrow Scholar and received the Hessel Y. Yntema Award for international and comparative law.

## THANK YOU

The Social Enterprise & Nonprofit Law Clinic could not have continued its important work without the help of our advisors and guests. Thank you to:

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- Chloe Holderness, Managing Director, Lex Mundi Pro Bono Foundation
- Jon Widrick, Principal, Ascensus Law



legal solutions for green,  
sustainable businesses and  
social enterprises





To learn more about the Social Enterprise & Nonprofit Law Clinic or request legal assistance for your organization, please visit [www.socialenterprise-gulaw.org](http://www.socialenterprise-gulaw.org) or contact us at:

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