1/4/17 Version

THE SOCIAL ENTERPRISE
& NONPROFIT LAW CLINIC

GEORGETOWN LAW

Course Plan & Syllabus
Spring 2017

Welcome to legal practice and to the Social Enterprise & Nonprofit Law Clinic. You are responsible for reading and knowing the information contained in this Course Plan & Syllabus.

Clinic Administration:	**Clinic Info:**
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Lauren Rogal, Clinical Teaching Fellow & Supervising Attorney Office: McDonough 533C Phone: (202) 661-6547 Email: lr575@law.georgetown.edu	**Semester Seminar:** Tuesdays & Thursdays 1:20 p.m. – 3:20 p.m. Seminar Room: Hotung 6006
Joe Pileri, Clinical Teaching Fellow & Supervising Attorney Office: McDonough 533A Phone: (202) 661-6619 Email: jp1311@georgetown.edu	
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1. About the Clinic

The Social Enterprise & Nonprofit Law Clinic offers free corporate and transactional legal services to social enterprises, nonprofit organizations, and select small businesses in Washington, D.C. Through the clinic, you will learn to translate legal theory into legal practice under the close supervision of your professors. The clinic's goals are:

- ***Teach*** law students the materials, expectations, strategies, methods, and lexicon of transactional lawyering, as well as an appreciation for how transactional law can be used in the public interest.
- ***Represent*** D.C.-based social enterprises and nonprofit organizations in corporate and transactional legal matters.
- ***Facilitate*** the growth of social enterprise in the D.C. area.

Client projects are undertaken in two-person teams. You will generally work with one to two clients during the semester and interact with entrepreneurs, executive directors, board members, and general counsels.

Your team will work in collaboration with and under the close supervision of Professors Plerhoples, Rogal, and Pileri. You will communicate with the professors frequently. You will receive extensive feedback about your written work and your performance in client meetings and calls. You will also assess your own work throughout the semester.

We expect you to approach and execute your client work as a responsible professional and member of the clinic. As a student-lawyer in the clinic, you are expected to comply with the District of Columbia Rules of Professional Conduct available at www.dcbar.org. You are also expected to operate in accordance with the policies and the protocols set out in this document and in the Clinic Administrative Binder, which is online at https://sites.google.com/a/georgetown.edu/social-enterprise-nonprofit-law-clinic/home.

- **Entrepreneurial Approach**

This is an entrepreneurial course and therefore it is imperative that you be entrepreneurial in your approach to this course and the client work—please take initiative in your research and your work.

Additionally, "social enterprise law" is a nascent and developing field. There are only a handful of social enterprise law courses around the country. Therefore, the course will be continually developed over the semester. The seminar schedule is subject to change. You should seek out topics within social enterprise law, nonprofit law, and business that are of interest to you. This is not a course for those looking to passively engage in the field. It is a course for those who hope to shape how social enterprise law is understood, supported, and practiced the future.

2. Client Work

Our Clients

The clinic serves social enterprises, 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 that contribute to the economic development of Washington, D.C.

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. We aim to support and encourage these important groups in Washington, D.C. through the provision of free legal services.

What is Social Enterprise?

A "Social Enterprise" offers:

- ***Internal Positive Impact*** in the way the business or organization operates, treats employees, engages in production, selects materials and other factors of production.
- ***External Positive Impact*** in what the business or organization contributes to the environment, the communities in which it operates, and/or humanity.
- ***Legal & Ethical Accountability*** in the business or organization's incorporation documents, mission statements, stated values, and governance policies and practices.

Social Enterprises generally:

- Apply entrepreneurial approaches to addressing social, environmental, and human justice issues.

- Have a primary purpose *beyond* making money for individual owners and investors.
- Set as a primary goal improvement of the environment, humanity and/or community.

Client Projects

We try to secure client representations that allow you to perform both discrete tasks and broader analytical work. In line with that goal and our subject-matter scope, we advise organizations about corporate governance, contractual, and strategic business matters. We advise small business owners and nonprofit founders on entity selection that best fits their business plans and goals. We review governance practices and draft bylaws, committee charters, policies and practical governance tools for nonprofits. We review and draft contracts, prepare templates, and help plan and execute transactions. We also advise small business owners on incorporating social enterprise strategy into their business operations.

The specific scope, deliverables, and limitations of the engagement will be described in a written client engagement letter between the client and the clinic. In most cases the engagement letter will be in place before you begin work on the project. In other cases, including situations where clients ask us to take on a new project and we agree, we may ask you to prepare an appropriate supplement to the letter.

The clinic does not charge clients any attorneys' or other fees for its services. Clients pay any filing, registration, or other out-of-pocket expenses associated with the representation. Clients are free to terminate the attorney-client relationship with the clinic at any time.

Client Assignments

We generally staff all client projects with two-person teams (or larger when necessary for workshops). The volume of work for some clients may on occasion result in two teams working for the same client or the professors reallocating work from one team to another. You will work with one or two clients during the semester.

Teams have primary day-to-day responsibility for all client work. This means that you (under the professors' supervision) are responsible for client communications, fact development, project planning and management, research, drafting, and presentation of the work necessary to meet your client's legal needs.

Professor Review

A professor must review all work-product and all substantive e-mail and other client communications prior to delivery to any clinic client or its representatives.

This close supervision is required under D.C. student practice rules. It also helps you become acclimated to the high expectations, collaborative nature, and relentless scrutiny of written work that characterize corporate practice. The close review also helps you see that professional-quality advice development and document preparation are iterative, multi-layered, multi-draft processes requiring both big-picture thinking and close attention to detail.

Feedback and Self-Reflection

You will receive extensive comments about the design, content, and execution of your written work from both your clients and the professors. Business law is a document-intensive practice and written feedback is the norm. Additionally, you and the professors will regularly debrief your client interactions. If you would like feedback about a particular performance and we fail to provide it, please stop by our offices to discuss the matter.

You are also expected, as a professional, to be observant of your own performance and seek to improve your performance when necessary. We will meet individually with you mid-semester for a discussion of your performance, your strengths, and areas for improvement for the balance of the semester.

3. Professional Responsibility

Rules of Professional Conduct

We (professors and students) are subject to the District of Columbia Rules of Professional Conduct including without limitation:

- Rule 1.1 (Competent Representation)
- Rule 1.4 (Communication)
- Rule 1.6 (Confidentiality of Information)
- Rule 1.7 (Conflict of Interest: General Rule)
- Rule 1.13 (Organization as Client)
- Rule 8.4 (Misconduct)

***You are required to review these rules prior to Clinic Orientation*.** Copies of the Rules of Professional Conduct are included on the Clinic Google Site and are also available online at www.dcbar.org.

We are also subject to tort and other legal obligations applicable to lawyers, including malpractice liability. This is the case even though we work for free and students do the work.

If any situation arises that you think may raise an ethical or quality control issue, please speak with a professor.

Client Confidentiality

For confidentiality and client relationship reasons, you may not identify clinic clients to anyone, including family members or friends, or future employers, without first consulting a professor. You should not discuss client matters in public areas, or in private areas where the chance of being overheard is possible.

4. Clinic Policies

Student Availability

We expect you to approach and execute your client work as a practicing lawyer and reliable and responsible colleague. ***That means, among other things, that you should be generally available during business hours (9am-5pm), as necessary to accomplish client work, and be responsive to emails and other communications from the professors and your classmates.*** You should also expect to work outside of business hours, as necessary to accomplish client work. The formula for receiving 9 clinic credits indicates that you are expected to devote an average of at least 32 hours per week to your clinic work.

You must notify and receive approval from the professors before being unreachable for a sustained period of time during the semester, including weekend travel.

You can expect to make trips in the D.C.-area to visit clients or other persons necessary to accomplish the client work. Some class meetings may take place at locations other than on Georgetown's campus.

Timekeeping

You must record your time and activities for client matters **on a daily basis**. Please see the Clinic Administrative Binder for instructions on timekeeping through Legal Server, the clinic's case management system. We use these timesheets for project monitoring. We also record our time because clients often want to report our work as donated service revenue, and ask us to provide a statement. Timekeeping records also allow us to justify or modify the clinic's credits for future semesters.

Computer Use and Legal Server

You may keep client documents and clinic work on your own computer. However, you must copy your documents **on a daily basis** to Legal Server, the clinic's case management system, for both backup and professor access reasons. As described below, you will need to delete client materials from your computer at the end of the semester.

Document Management and Filing

You are responsible for maintaining your client's files. The clinic's policy is to retain all files in electronic format. Electronic files are stored on Legal Server, the clinic's case management system. Where a hard copy of a document exists (e.g., professor mark-ups of your draft work product), you must scan the hard copy on the clinic's scanner and save the electronic copy to Legal Server in the appropriate client-specific folder. Do <u>not</u> save both hard copies and electronic copies of the same item. If both hard copies and electronic copies exist, you should destroy the hard copy using the clinic's shred box and save the electronic copy to Legal Server.

Detailed information on managing your client documents can be found in the Clinic Administrative Binder.

Other Projects

We may on occasion ask you to develop form documents for use in the clinic, attend business development or continuing legal education meetings, perform targeted research, hold informational workshops for clients and community members, or otherwise assist with clinic operations and management.

Project Transition at End of Semester

As we approach the end of the semester, you should upload your work product into the appropriate client-specific folder on Legal Server, including making sure that all final work product is so identified.

You must delete all project files and e-mails from your laptop and any other personal computer (this requires deleting from the appropriate folder and then also purging your trash to ensure permanent deletion), and shred all extra hard copies of project documents you have once you have confirmed that they have been converted to electronic files and saved on Legal Server. We will ask you to complete and initial a checklist confirming your completion of the required end-of-semester tasks.

Compliance with these project requirements and clinic policies is an important aspect of clinic risk management, quality control, and execution of ethical obligations.

Clinic Course Plan & Syllabus

5. Seminar

Seminar Timing & Location

The Seminar will meet twice a week on Tuesdays and Thursdays from 1:20pm-3:20pm.

Seminar Discussions

Seminars will be used to teach skills required of a transactional lawyer and the substantive law related to the representation of organizational clients. In addition, seminar time will be used to discuss client work, review your draft work product, and moot client presentations and meetings. Detailed information about the seminar sessions, including the reading and assignments, is set out in Section 10.

Seminar Reading

Seminar reading is from a variety of academic and non-academic sources. You are required to purchase the main text: Alicia Alvarez & Paul Tremblay, INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE (2013). All other materials will be posted to the clinic's Box website and shared with you. Please bring reading materials to class, in hard copy or on your computer.

Seminar Goals and Reading & Discussion Questions accompany each seminar. ***You are expected to hand in written answers to the discussion questions at the start of each seminar.*** This allows us to assess your writing abilities early on, give you feedback on your writing, and give you feedback on your substantive knowledge of the law so that you will be better prepared to give correct legal advice to your clients.

Related reading is also posted on the Box website. These additional reading materials will be very useful to you as you work on your client projects. Please consult them as necessary.

Attendance & Class Participation

We expect you to attend, and be on time for, every seminar meeting, and to do the reading assigned for each class. We take into account your seminar performance in grading as set forth in Section 9 below. ***<u>Absences must be approved in advance by your professors. You should not schedule any client meetings that conflict with seminars.</u>***

Computer Use in Class

You are welcome to use your computer in class. We expect you to use your computer only to take notes in a discrete manner and without distraction to yourself or those around you. You may not check your email or otherwise access the Internet during class.

6. Clinic Rounds

"Rounds" are a problem-solving method that gives a clinic student the opportunity to present a client problem to the group. The solution to the problem develops from careful discussion of and reflection on the issue. Essentially, the solution to the problem is crowd-sourced. Clinic rounds also help students engage in deliberate, staged problem-solving—moving through stages of problem definition and fact gathering to diagnosis, solution creation, application, and solution refinement. Clinic rounds allow students to practice this problem-solving method multiple times during the semester. More information about clinic rounds and your facilitation of clinic rounds can be in the Clinic Administrative Binder.

7. Supervision Meetings

Your team will meet with your professors once a week (not including seminar meeting time) to discuss your ongoing client work. A weekly time will be set for your team. Because you are primarily responsible for the development, planning, and performance of the client work, you manage supervision meetings. This means that you set and circulate an agenda to the professor prior to the meeting and you arrive at the supervision meeting having considered the various issues or challenges you face, having identified several possible responses to these issues, and having identified strengths and weaknesses in your plan of action. We do not expect that any of this will come naturally to you. Nor do we expect that you will enter your first supervision meeting with a plan that would be developed by an experienced lawyer. However, we do expect that your planning will show a serious application of time and effort and that, with time and effort, your lawyering skills with respect to project planning and the attentive issues will improve. More information about supervision meetings can be found in the Clinic Administrative Binder.

8. Self-Reflection Papers

Each student writes and gives to the professors a brief reflection paper following interview and counseling meetings with a client. Timing and content of the reflection papers are set forth in the Clinic Administrative Binder. You will also complete a final reflection paper near the end of the semester.

9. Evaluation & Grading Process

Credits and Grading

This is a 9-credit course. Your final clinic grades will be based on the entirety of your performance during the semester. 3 credits will be awarded for Lawyering Role; 3 credits will be awarded for Lawyering Skills; 3 credits will be awarded for Educational Commitment. You will receive three grades on your transcript. **Please note that all clinics are required to grade on a historical curve.** Although you and your partner are jointly responsible for your client work, you and your partner will be graded separately. Grades will be given in the manner set forth below.

Evaluation Criteria

Your grades will be based on your performance in the following areas:

1. Lawyering Role
2. Lawyering Skills
3. Educational Commitment

LAWYERING ROLE

Having students assume the role and responsibilities of a lawyer is a foundation of clinical legal education. Students in the clinic will assume the role of an attorney in all of its manifestations.

A. Ethical Considerations

Professional responsibility is an indispensable feature of good lawyering. Knowledge of and adherence to ethical rules is obviously necessary to practice law. Some specific grading factors are:

- Protects client confidences
- Demonstrates competence and diligence
- Raises ethical concerns to professors
- Demonstrates intellectual honesty

B. Zealous Representation & Professionalism

Professional responsibility is not limited to the ethical considerations of lawyering. It also includes your effort in the representation of your clients and management of your workload. Some specific grading factors are:

- Puts forth effort to provide the best legal representation of client possible
- Takes personal responsibility for a client project
- Prepares for supervision meetings with professors in a manner that reflects initiative and responsibility for client project
- Studies problem or issue before asking for supervisory assistance
- Prepares for client interaction and representation of client to third parties
- Maintains appropriate and professional relationships with client and other professionals he/she interacts with through the clinic
- Demonstrates professional interpersonal skills (civility, eye contact, body language, manners) in clinic-related interactions
- Responds timely to professor inquiries and client requests, emails, and calls
- Meets deadlines imposed by the client, by professors, and on own initiative
- Is punctual and attentive to professional obligations, including meetings with clients, professors, third parties, and other students
- Maintains client files accurately and precisely, and complies with clinic policies
- Accepts and incorporates client and professor feedback in positive, mature, and constructive manner
- Avoids potentially embarrassing errors (e.g., wrong attachment, misaddressed emails, typos)

- Contributes equitably to team / group work
- Collaborates well with team partner and other clinic students

LAWYERING SKILLS

Work in the clinic provides the opportunity to develop a wide variety of lawyering skills. Some specific grading factors are:

- Transaction/Project Planning:
  - Develops a theory and plan for each client project; modifies and reassesses project plan in light of subsequent developments and client and professor input
  - Considers the ethical, strategic, and client-specific issues in each project
  - Anticipates logistical and other lead-time items within project calendar; diligently carries out plan
  - Meets deadlines imposed by the client, by professors, and on own initiative; finishes the client project when expected

- Interviewing:
  - Prepares for client interviews
  - Asks informed and relevant questions in initial interview and client interactions
  - Develops professional rapport with client
  - Engages in active listening during interviews, reflected in knowledge developed
  - Obtains necessary information in client interview(s) to precisely define scope of work for client, client's full range of legal needs, and other client-specific contexts needed to accomplish client work

- Legal Research:
  - Understands basic functions, structure, and components of contracts
  - Understands content and purpose of core organizational documents (articles, bylaws, committee charters, policies)
  - Reads documents closely, completely, critically and consistently
  - Conducts comprehensive and accurate research of relevant legal and non-legal sources
  - Develops knowledge of relevant legal authority and the ability to apply this knowledge to client representation

- Problem-Solving and Legal Analysis
  - Learns about client and reflects such knowledge in legal analysis and project plan
  - Identifies client's concerns and full range of legal needs
  - Identifies legal and non-legal solutions for addressing clients' concerns
  - Generates a variety of options for solving clients' problems / legal issues
  - Identifies strengths and weaknesses of various options
  - Anticipates potential problems with solutions and raises them with client
  - Applies comprehensive and accurate research from relevant sources to client issue
  - Considers real-world practical implications of legal advice and work product
  - Keeps client informed throughout project timeline

- Writing:
  - Writes with understanding of client, context/situation, and audience
  - Writes work-product and client communications in manner that reflects solid logic, thoughtful organization, and efficient data presentation
  - Writes with content, format, and tone reflecting sensitivity to reader time demands (writing is concise, data-rich, action-oriented, easy to follow)
  - Demonstrates concentration and attention to detail when working on multiple drafts
  - Demonstrates care and diligence when using forms and drawing on precedent documents (e.g., avoids rote copying of form documents)
  - Writes work-product and client communications that meet professional expectations and clinic guidelines (e.g., format, consistent terminology and style, spelling, grammar, typos)
  - Provides drafts with sufficient lead time to allow for meaningful review by both professors and clients

- Counseling:
  - Presents legal advice in an understandable manner, appropriate for given audience
  - Helps the client to understand relevant laws or regulatory structures, legal nuances, and alternative solutions
  - Keeps the client informed throughout project timeline
  - Provides draft and final work product in accordance with clients' expectations and needs

- Workshops:
  - Prepares diligently for and moots workshops
  - Learns and condenses a (potentially) new body of law
  - Collaborates effectively with workshop teammates and produces equal share of work
  - Tailors presentation for the audience of the particular workshop
  - Presents information in a manner that is clear, understandable, and useful
  - Avoids giving specific legal advice or venturing beyond the scope of the workshop

EDUCATIONAL COMMITMENT

Clinic seminar is an important aspect of your work in the clinic. Your thoughtful contributions will be essential to the success of the clinic. You are expected to be prepared for all classes and to participate in all discussions, supervision sessions, and simulations. Some specific factors are:

- Prepares for class
- Attends class and supervision session on-time
- Participates in class in a meaningful manner
- Participates in simulations and execution of assignments, while remaining in role
- Demonstrates initiative and creativity in raising issues and problem-solving in clinic rounds
- Thoroughly, critically, and honestly assesses performance in reflection papers
- Submits reflection papers on timely basis
- Uses computer in class for seminar work only
- Listens closely to professors and other students' contributions in class

Reflection & Self-Assessment

Reflection will factor into all three of the graded areas. Reflection is a critical feature of clinical legal education. You are not just "learning by doing" but also maximizing your learning potential through reflection. Although we have built in two opportunities for formal self-reflection in the clinic (see "Reflection Papers" in the Clinic Administrative Binder), you should be reflecting on your work after every lawyering task you perform in the clinic. In the clinical setting, reflection means thinking in a disciplined manner about what you do as a lawyer. You articulate observations about your actions in order to comprehend and integrate new knowledge so that it can become the basis for your future actions. Learning how to reflect on your lawyering allows you to engage in a life-long learning process that will enable you to move from novice to expert. See "Reflection Papers" in the Clinic Administrative Binder for steps in the reflection process that you can and should take after each lawyering activity in the clinic.

The Grading Process

The following is a description of the quality of work that corresponds to the various grades. This is necessarily a general description but one which will be useful in helping your understand the grading criteria. Please note that the clinic is required to be graded on a curve and therefore your actual grade may differ from the descriptions set forth below.

A: Consistently excellent work in all areas, *with at least one outstanding performance or piece of significant work*. Shows initiative and creativity in planning and developing client projects, rather than merely carrying out plans developed by professor.

A-: Consistently excellent work in all areas. Shows initiative and creativity in planning and developing client projects, rather than merely carrying out plans developed by professor.

B+: Consistently very good work, or a mix of generally very good work, occasionally excellent work, and some competent work.

B: Competent and adequate work with some very good work, but with some weaknesses.

B-: Competent work but with some significant lapses or shortcomings.

Below B-: Serious difficulties with performance; failing to make appropriate use of supervision; failing to meet responsibilities.

An Important Note on Effort

Participation in the clinic requires hard work. Ethical obligations of competence, diligence, and zeal require attorneys to work hard for every client, and we expect that every student in the clinic will fulfill this obligation. Hard work alone does not guarantee an “A”. Hard work is a minimum requirement of the clinic.

Clinic Course Plan & Syllabus

10. Course Meeting Information

<u>PLEASE NOTE</u>: You may need to research an area of law for your client before it is discussed in the seminar class. Additionally, not all legal issues confronted by your clients will be discussed in seminar; you must research and understand the applicable laws and regulations necessary to competently and satisfactorily represent your client, regardless of whether they are taught in the seminar. The seminars below are also subject to change.

Clinic Orientation

Date	Topics	Required Reading	Assignment Due	Related Reading
1/13 9:30am-3:30pm McD 588 *Breakfast and lunch will be served*	**Introduction to the Clinic and Transactional Lawyering** **Clinic Operations & Policies** **Introduction to Clients** **Interviewing Clients (continued on next page)**	Read this Course Plan & Syllabus Read the entire Clinic Administrative Binder Letters to Incoming Clinic Students from Clinic Alumni Alicia Alvarez & Paul Tremblay, INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 1 (pp. 1-19) David F. Chavkin, “Clinical Methodology” *in* CLINICAL LEGAL EDUCATION: A TEXTBOOK FOR LAW SCHOOL CLINICAL PROGRAMS (pp. 7-17) Alicia Plerhoples, *Representing Social Enterprise*, excerpt on problem-solving (pp. 39-44) Alicia Plerhoples, *Representing Social Enterprise*, excerpt on social enterprise business models (pp. 9-19) **[Assignment continues on next page]**	• Hand in written responses to seminar reading & discussion questions	Steven L. Schwarcz, *Explaining the Value of Transactional Lawyering*, 12 STANFORD J.L. BUS. & FIN. 2 (2007) (pp. 9-29) George W. Dent, Jr., *Business Lawyers as Enterprise Architects*, 64 THE BUSINESS LAWYER 279 (2009). (2008) (pp. 23-45) Ronald J. Gilson, *Value Creation by Business Lawyers: Legal Skills and Asset Pricing*, 94 YALE L.J. 239, 241 (1984) Lisa Bernstein, *The Silicon Valley Lawyer as Transaction Cost Engineer?*, 74 OR. L. REV. 239, 245-51 (1995) Susan Davis, *Social Entrepreneurship: Towards an Entrepreneurial Culture for Social and Economic Development* (pp 1-34) Jerr Boschee & Jim McClurg, *Towards a Better Understanding of Social Entrepreneurship: Some Important Distinctions* (pp 1-7) J. Gregory Dees, Social Entrepreneurship *in* ENTERPRISING NONPROFITS: A TOOLKIT FOR SOCIAL ENTREPRENEURS (2001) (pp 1-18) J. Gregory Dees, *The Meaning of Social Entrepreneurship* (pp. 1-5)

1/13 9:30am-3:30pm McD 588 *Breakfast and lunch will be served*	**Interviewing Clients**	Alicia Alvarez & Paul Tremblay, "Interviewing" *in* INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 2 (pp. 21-73) "The Funnel Technique" *in* A PRACTICAL APPROACH TO CLIENT INTERVIEWING, COUNSELING, AND DECISION-MAKING (pp. 42-44)	• **Prepare for the interview simulation by reading the Simulation Instructions and Hypothetical** • **Prepare Interview Outline**	"Interviewing the Client" *in* ESSENTIAL LAWYERING SKILLS (pp. 89-116) "Interviewing: What We Need from Our Clients" *in* LAWYERING: PRACTICE AND PLANNING (pp. 52-81) "The Initial Client Meeting" *in* A PRACTICAL APPROACH TO CLIENT INTERVIEWING, COUNSELING, AND DECISION-MAKING (pp. 15-26) "Interviewing the Client" *in* A PRACTICAL APPROACH TO CLIENT INTERVIEWING, COUNSELING, AND DECISION-MAKING (pp. 27-62) David A. Binder, et al., "Active Listening" *in* LAWYERS AS COUNSELORS, Chapter 3 (pp. 40-62) David A. Binder, et al., "Information Gathering in Transactional Settings" *in* LAWYERS AS COUNSELORS, Chapter 9 (pp. 213-238)

Week 1

Date	Topics	Required Reading	Assignment Due	Related Reading
1/17	**Client-Centered Lawyering** **&** **Team Collaboration**	"Lawyering For and With the Client" *in* ESSENTIAL LAWYERING SKILLS (pp. 21-31) Alicia Alvarez & Paul Tremblay, "Multicultural Lawyering and Cultural Competence" *in* INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 7 (pp. 207-230) Leigh Thompson, CREATIVE CONSPIRACY: THE NEW RULES OF BREAKTHROUGH COLLABORATION (excerpt) (2013)	• Fill out Collaboration Style worksheet and bring hardcopy to class • Hand in written responses to seminar reading & discussion questions	David F. Chavkin, "Counseling Formal and Informal Organizations" *in* CLINICAL LEGAL EDUCATION: A TEXTBOOK FOR LAW SCHOOL CLINICAL PROGRAMS (pp. 497-515) "Professionalism" *in* ESSENTIAL LAWYERING SKILLS (pp. 7-19) "Communication Skills" *in* ESSENTIAL LAWYERING SKILLS (pp. 47-57) Sue Bryant & Jean Koh Peters, "Five Habits for Cross-Cultural Lawyering" *in* RACE AND JUSTICE (pp. 47-62) Susan Bryant, *Collaboration in Law Practice: A Satisfying and Productive Process for a Diverse Profession*
1/19	**Transactional Lawyering Ethics** **&** **Legal Server Training** with Sabrina Mapp, IST	Alicia Alvarez & Paul Tremblay, "Ethical Issues in Transactional Practice" *in* INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 8 (pp. 231-245) Read the following DC Rules of Professional Conduct at www.dcbar.org • Rule 1.1 (Competent Representation) • Rule 1.4 (Communication) • Rule 1.6 (Confidentiality of Information) • Rule 1.7 (Conflict of Interest: General Rule) • Rule 1.13 (Organization as Client) • Rule 8.4 (Misconduct)	• Hand in written responses to seminar reading & discussion questions • Bring your laptop to class	

Key Deadlines:

- **Send Your Team's Client Rankings to Professors via email by 8pm, Wednesday, 1/18**
- **Watch your taped interview and fill out Self-Evaluation Form; email to professors by 12pm, Friday, 1/20**

Week 2
Weekly Team Meetings Begin this Week

Date	Topics	Required Reading	Assignment Due	Related Reading
1/24	**Understanding Nonprofits**	Alicia Alvarez & Paul Tremblay, "An Introduction to Creating and Operating Nonprofit Organizations" *in* INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 12 (pp. 357-392) Bob Jones University v. U.S., 461 U.S. 574 (1983) (excerpt) Levy & Lynn v. Young Adult Institute, 2015 WL 6673349 (S.D.N.Y.) **SKIM:** IRS Publication, Applying for 501(c)(3) Tax-Exempt Status available at https://www.irs.gov/pub/irs-pdf/p4220.pdf	• Hand in written responses to seminar reading & discussion questions • Fill out Goal Identification Form and email to professors 24 hours before first team meeting	*Understanding Nonprofit and Tax-Exempt Organizations* (LexisNexis Understanding Series) Elizabeth Schmidt, "The Board of Directors and Their Governance Role" *in* NONPROFIT LAW: THE LIFECYCLE OF A CHARITABLE ORGANIZATION (pp. 87-146) Elizabeth Schmidt, "Tax-Exempt Purposes of Section 501(c)(3) Organizations" *in* NONPROFIT LAW: THE LIFECYCLE OF A CHARITABLE ORGANIZATION (pp. 147-251) Principles for Good Governance and Ethical Practice: A Guide for Charities and Foundations, Independent Sector (October 2007) Laura Kennedy & Peggy Bradshaw, *The Maze to Determine a Board Member's Independent Status*, TAXATION OF EXEMPTS, July/Aug 2009 "A Brief History of IRS Oversight" (excerpt from Lloyd Hitoshi Mayer, *"The Better Part of Valour Is Discretion": Should the IRS Change or Surrender Its Oversight of Tax-Exempt Organizations?* (2015) (excerpt)
1/26	**Transactional Research Training**	Bruce Hopkins, "Sources of Tax-Exempt Organizations Law" in THE LAW OF TAX-EXEMPT ORGANIZATIONS	• Read and complete the Research Exercise for class • Bring your laptop and have your Bloomberg Law login and password	

Week 2 Key Deadlines:

- **Weekly Team Meetings begin this week**
- **Make initial client contact via email by Friday, 1/27 (after first weekly supervision meeting) and arrange initial interview for Weeks 3 or 4 (1/31-2/10)**

Week 3

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
1/31	**Selecting the Optimal Business Entity I**	Alicia Alvarez & Paul Tremblay, "An Introduction to Business Entities" *in* INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 11 (pp. 329-355) Constance Bagley & Craig Dauchy, "Deciding Whether to Incorporate" *in* THE ENTREPRENEUR'S GUIDE TO BUSINESS LAW (2008) (pp. 51-68)	• Hand in written responses to seminar reading & discussion questions	George Kuney & Brian Krumm, *Choosing the Appropriate Business Entity*, in THE ENTREPRENEURIAL LAW CLINIC HANDBOOK (pp. 12-40) Andrew Sherman, "Selecting the Best Legal Structure for Growth" *in* RAISING CAPITAL Kevin Lynch & Julius Walls, Jr., Form versus Function: Choosing the Right Structure *in* MISSION, INC.: THE PRACTITIONER'S GUIDE TO SOCIAL ENTERPRISE (2009), (pp. 39-52) Andrew Sherman, "The Role Your Business Plan Plays" *in* RAISING CAPITAL
2/2	**Selecting the Optimal Business Entity II**	Becoming a Benefit Corporation in Maryland (Client Advisory) Brakman Reiser, *Benefit Corporations—A Sustainable Form of Organization?* 46 WAKE FOREST L. REV. 591 (2011)	• Hand in written responses to seminar reading & discussion questions	Constance Bagley & Craig Dauchy, "Forming and Working with the Board" *in* THE ENTREPRENEUR'S GUIDE TO BUSINESS LAW (2008) (pp. 109-131) 12 Reasons for a Start-Up Not to Be an LLC, Start-Up Law Blog (5 pages) Kevin Starr, "Premature Incorporation" *in Stanford Social Innovation Review* (pp. 1-4) Robert Eccles, et al, *The Impact of a Corporate Culture of Sustainability on Corporate Behavior and Performance*, Harvard Business School Working Paper 12-035 (May 2012) Wayne Visser, *The Future of CSR: Towards Transformative CSR or CSR 2.0* (2012) Robert Wexler, Effective Social Enterprise – A Menu of Legal Structures (pp. 565-576) Robert Wexler & David Leavitt, Using New Hybrid Legal Forms (pp. 63-75)

Week 4

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
2/7	**Transaction Planning & Legal Writing**	Alicia Alvarez & Paul Tremblay, "Organizing Your Transactional Work: Decision-making, Strategic Planning, and a 'Theory of the Project'" *in* INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 12 (pp. 75-107)	• Read and complete the Planning Exercise for class • Hand in written responses to seminar reading & discussion questions	
2/9	**Commercial Activities of the 501(c)(3)**	Rev. Rul. 73-128 B.S.W. Group, Inc. v. Commissioner, 70 T.C. 352 (1978) Elizabeth Schmidt, "Raising Funds from Commercial Activities" *in* NONPROFIT LAW: THE LIFECYCLE OF A CHARITABLE ORGANIZATION (pp. 405-437) "The Parent-Subsidiary Relationship" *in* NONPROFIT LAW: THE LIFECYCLE OF A CHARITABLE ORGANIZATION (pp. 497-500)	• Hand in written responses to seminar reading & discussion questions	Julie Battilana, Matthew Lee, John Walker, & Cheryl Dorsey, *In Search of the Hybrid Ideal*, 10 STANFORD SOC. INNOV. REV. 51 (2012) TAM 9803001 (health club used partly for rehab and partly for recreation) PLR 201509039 (services for businesses affected by natural disasters)

Week 4 Key Deadlines:

- **Conduct Initial Interviews by Friday, 2/10**
- **Write Interview Self-Reflection Papers**
- **Prepare detailed Transaction Plan and Calendar for each client; review with professor during Week 5 team meeting (send to professor 48 hours prior to meeting)**

Week 5

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
2/14	**Financing a Social Enterprise** **&** **Employment Law Considerations**	DC Charitable Solicitation Act and Regulations excerpts – DC Code 44-1701 to 1714; 16 DCMR 1301-1303, 1399 Excerpt of IRS Publication 598 (pages 8-9) PLR 200136026 Pages 6-14 of SEC Final Rulemaking Release No. 33-9974, Crowdfunding **[Reading for Employment Law Considerations TBD]**	• Hand in written responses to seminar reading & discussion questions	
2/16	**Counseling Clients**	Alicia Alvarez & Paul Tremblay, "Counseling Transactional Clients" *in* INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 4 (pp. 109-134) David Dempsey, "Breaking Your Speaking Template" *in* LEGALLY SPEAKING: 40 POWERFUL PRESENTATION PRINCIPLES LAWYERS NEED TO KNOW 3 (2009)	• Hand in written responses to seminar reading & discussion questions	David A. Binder, et al., "Counseling 'Deal' Clients" *in* LAWYERS AS COUNSELORS, Chapter 20 (pp. 465-478)

Week 6

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
2/21	No Class – Faculty Retreat			
2/23	No Class – Administrative Monday			

Week 7

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
2/28	**Drafting Transactional Documents**	Tina Stark, The Building Blocks of Contracts and Translating the Business Deal into Contract Concepts, *in* DRAFTING CONTRACTS: HOW AND WHY LAWYERS DO WHAT THEY DO (pp. 9-34) Review Document Guidelines in Clinic Administration Binder	• Hand in written responses to seminar reading & discussion questions	There are several books on contract drafting located in the clinic library.
3/2	**Moot of the H.I.V.E Legal Workshop**	None	• Presenters: Present legal workshop to audience • Audience members: Read Moots Listener Feedback Form on Clinic Google Site and prepare to give feedback based on the questions on the Form • After each moot, give completed feedback form to presenters	

Week 8

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
3/7	**Moot of the SB Works Legal Workshop**	None	• Presenters: Present legal workshop to audience • Audience members: Read Moots Listener Feedback Form on Clinic Google Site and prepare to give feedback based on the questions on the Form • After each moot, give completed feedback form to presenters	
3/9	**Clinic Rounds: Problem-Solving**	Read Clinic Rounds Memo Read student teams' clinic rounds memos	• After each clinic rounds seminar, email the professors a short paragraph identifying one specific way you will use the lessons learned in rounds to change or improve your clinic work (Due within 24 hours)	

Week 9

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
3/14	No Seminar – Spring Break. Continue Client Work.			
3/16	No Seminar – Spring Break. Continue Client Work.			

Week 10

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
3/21	No Seminar – Individual Mid-Semester Evaluation meetings will be scheduled in place of seminar.			
3/23	No Seminar – Individual Mid-Semester Evaluation meetings will be scheduled in place of seminar.			

Week 11

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
3/28	**Clinic Rounds: Problem-Solving**	Read Clinic Rounds Memo Read student teams' clinic rounds memos	• After each clinic rounds seminar, email the professors a short paragraph identifying one specific way you will use the lessons learned in rounds to change or improve your clinic work (Due within 24 hours)	
3/30	**Clinic Rounds: Problem-Solving**	Read Clinic Rounds Memo Read student teams' clinic rounds memos	• After each clinic rounds seminar, email the professors a short paragraph identifying one specific way you will use the lessons learned in rounds to change or improve your clinic work (Due within 24 hours)	

Week 12

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
4/4	**Moots of Client Presentations & Client Work Product**	None	• Presenters: Present client work product to class • Audience members: Read Moots Listener Feedback Form on Clinic Google Site and prepare to give feedback based on the questions on the Form • After each moot, give completed feedback form to presenters	
4/6	**Moots of Client Presentations & Client Work Product**	None	• Presenters: Present client work product to class • Audience members: Read Moots Listener Feedback Form on Clinic Google Site and prepare to give feedback based on the questions on the Form • After each moot, give completed feedback form to presenters	

Week 13

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
4/11	**Moots of Client Presentations & Client Work Product**	None	• Presenters: Present client work product to class • Audience members: Read Moots Listener Feedback Form on Clinic Google Site and prepare to give feedback based on the questions on the Form • After each moot, give completed feedback form to presenters	
4/13	**Moots of Client Presentations & Client Work Product**	None	• Presenters: Present client work product to class • Audience members: Read Moots Listener Feedback Form on Clinic Google Site and prepare to give feedback based on the questions on the Form • After each moot, give completed feedback form to presenters	

Week 14

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
4/18	**Moots of Client Presentations & Client Work Product**	None	• Presenters: Present client work product to class • Audience members: Read Moots Listener Feedback Form on Clinic Google Site and prepare to give feedback based on the questions on the Form • After each moot, give completed feedback form to presenters	

4/20	**Moots of Client Presentations & Client Work Product**	None	• Presenters: Present client work product to class • Audience members: Read Moots Listener Feedback Form on Clinic Google Site and prepare to give feedback based on the questions on the Form • After each moot, give completed feedback form to presenters	

Week 15

Date	Topic and Objectives	Required Reading	Assignment Due	Related Reading
4/25	**Impact Investing** ***Guest Speaker:*** **Michael Chodos**, Director of Impact Investing, Beeck Center for Social Impact + Innovation	SKIM: Short Guide to Impact Investing from the Case Foundation (a fun read): http://casefoundation.org/resource/short-guide-impact-investing/?nabe=6232213679505408:1 SKIM: From the Margins to the Mainstream (from the World Economic Forum & Deloitte): http://www2.deloitte.com/global/en/pages/financial-services/articles/from-the-marginstothemainstream.html SKIM: For a Policy perspective, see the US National Advisory Board's seminal report: www.nabimpactinvesting.org	• Hand in written responses to seminar reading & discussion questions	
4/27	**Clinic Rounds: Reflection & End of Semester Clinic Celebration**	None	• Write Final Clinic Reflection and hand in 48 hours before class	

Key Deadlines:

- **Revised and Final Client Work Product to Clients by 4/28**

- **Final Client Meetings by 4/28**
- **File Management & Closing Checklists Complete by 5/1**

11. Key Dates for Your Transaction Plan

Because you are responsible for planning your client work for the semester, please take note of the following Key Dates and incorporate them into your Transaction Plan.

Week 2 – Initial Contact with Clients Made and Dates for Initial Interviews Set

Weeks 3 & 4 – Conduct Initial Client Interviews

Week 5 – Detailed Transaction Plan and Calendar for Each Client Submitted to Professors

Week 15 – Revised and Final Client Work Product to Clients; Final Client Meetings by 4/28

May 1 – File Management & Closing Checklist Complete

End of Semester Policy: You must complete all work that is due on your open client representations by April 28, 2017. Professor Plerhoples must approve any diversion from these procedures; such approval will be given only under extraordinary circumstances.
Nonetheless, we reserve the right to require you to continue working through the exam period, if necessary to accomplish your client work.