8/20/20

THE SOCIAL ENTERPRISE & NONPROFIT LAW CLINIC

GEORGETOWN LAW

Course Plan & Syllabus
Fall 2020

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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Prof. Sunitha Malepati, Deputy Director & Supervising Attorney Office: McDonough 352F Phone: (202) 661-6619 Mobile: (734) 417-0973 Email: sm3455@georgetown.edu	**Semester Seminar:** Tuesdays & Thursdays 10:00 a.m. – 12:00 p.m. Seminar Room: TBD
Prof. Julian Hill, Clinical Teaching Fellow & Supervising Attorney Office: McDonough 352D Phone: (202) 661-6503 Mobile: (815) 263-7518 Email: jmh225@georgetown.edu	Office Manager Maria Islam Office: McDonough 352 Phone: (202) 662-9005 Email: mi368@georgetown.edu

Clinic Course Plan & Syllabus

1. About the Clinic

The Social Enterprise & Nonprofit Law Clinic (the SENL Clinic) offers free corporate and transactional legal services to social enterprises, nonprofit organizations, and select small businesses in and around 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.-area 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 or 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 your professors. 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 available on the Canvas course website.

2. Client Work

Our Clients

The clinic serves social enterprises and nonprofit organizations working in a wide range of fields (including racial justice, gender equity, 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 disadvantaged communities in 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 and around Washington, D.C. through the provision of free legal services.

The clinic also aims to be responsive to current events, economic trends, and social movements. To that end, this academic year, the clinic will center client matters that are responsive to the Covid-19 pandemic, the economic recession, and protests against anti-Black racism, and will assist organizational clients working within those affected communities.

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.

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 class projects or 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 email 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. Close supervision and review also helps you become acclimated to the high expectations, collaborative nature, and relentless scrutiny of written work that characterizes transactional 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 reach out to us.

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 2.1 (Advisor)
- Rule 8.4 (Misconduct)

You are required to review these rules prior to Clinic Orientation. The Rules of Professional Conduct are available on Canvas as well as 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

Due to the Covid-19 pandemic, your client work will be conducted almost entirely virtually. However, we continue to 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.

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 and save the electronic copy to Legal Server in the appropriate client-specific folder. Do not 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 emails 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.

5. Seminar

Seminar Timing & Location

The seminar class will meet twice a week on Tuesdays and Thursdays from 10 a.m. to 12 p.m.

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 Canvas website. Please have reading materials available to you while participating in seminar.

Exercises and Discussion Questions accompany each seminar. ***You are expected to submit written answers to the discussion questions through Canvas prior to 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.

Attendance & Class Participation

Class format for seminars will be both synchronous and asynchronous. We expect you to attend, and be on time for, every synchronous seminar class meeting, and to do the reading assigned for each class in advance. **Please log into synchronous seminars a 3-5 minutes early so that we can begin at 10am.** We take into account your seminar performance in grading as set forth in Section 9 below. ***Seminar absences***

must be approved in advance by your professors. You should not schedule any client meetings that conflict with seminars.

Zoom Use

Due to the Covid-19 pandemic, most of our classes will be held via Zoom. Please turn on your camera but mute your microphone when not speaking. Please try to find a quiet place to connect where you can focus on class. We expect you to use your computer only to engage in class and take notes without distraction. You are welcome to use the chat feature to ask questions or make salient comments during the class. To encourage participation by all, you can also direct questions in the chat privately to professors and the professors will answer them without revealing who asked the question. Please do not chat privately between classmates.

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 found in the Clinic Administrative Binder.

7. Supervision Meetings

Your team will meet with your professors at least once a week (not including seminar meeting time) to discuss your ongoing client work. A weekly time will be set for your team and additional meeting times can be scheduled as needed. 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. Clinic Space

Due to the Covid-19 pandemic, you will have limited access to the clinic suite. We share the clinic suite with the Civil Rights Clinic (the CRC). No more than four clinic students –from the CRC or SENLC—may be in the clinic suite at any time. Any student using the clinic suite must wear a mask (covering both mouth and nose) and maintain social distance of at least six feet from faculty, staff, and other students in the clinic suite. To be clear, if you see more than four students in the suite, you may not enter the suite. SENLC students will have a preference for using the clinic suite on Tuesdays and Thursdays. CRC students will have a preference for using the clinic suite on Mondays and Wednesdays. We encourage you to only use the suite for printing materials, using the shred box, and picking up office supplies.

9. Virtual Workrooms

We will establish virtual workrooms on Zoom for study and discussion. In these virtual workrooms you will be able to talk with your clinic partner in a breakout room, seek advice on your work from your peers, and talk with your peers about their work. Professors will also drop into the virtual workrooms.

10. 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.

11. Learning Outcome & Evaluation

Learning Outcome

Law student will be able to ethically, diligently, and competently represent a small-scale organization, whether a social enterprise, nonprofit, or for-profit small business, on commonplace organizational and contractual law matters, not including matters involving securities law.

Evaluation

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.

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 necessary to practice law. Specific evaluation 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. Specific evaluation 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/they interact(s) 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. Specific evaluation factors are:

- <u>Transaction/Project Planning:</u>
    - 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 accessible 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 (if applicable):
  - 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 workshop
  - Presents information in a manner that is clear, accessible, 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. Specific evaluation 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 three 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.

Grades

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 you to 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.

12. Course Meeting Information

Seminar reading is from a variety of 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 Canvas website.

Exercises and Reading & Discussion Questions accompany each seminar. ***You are expected to submit written answers to the discussion questions through Canvas prior to 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.

PLEASE NOTE: The legal topics covered in seminar are meant as an overview of the topic. Moreover, not all legal issues confronted by your clients will be discussed in seminar. You must conduct your own in-depth legal research to process and understand the applicable laws and regulations necessary to competently and satisfactorily represent your client.

Required Clinic Pre-Reading (Read by Monday, August 24)		
Topics	**Required Reading**	**Assignment Due**
Introduction to the Clinic	Read this Course Plan & Syllabus Read the Clinic Administrative Binder Letters to Incoming Clinic Students from Clinic Alumni David F. Chavkin, "Clinical Methodology" *in* CLINICAL LEGAL EDUCATION: A TEXTBOOK FOR LAW SCHOOL CLINICAL PROGRAMS (pp. 7-17) Alicia Plerhoples, *Representing Social Enterprise*, 21 CLINICAL L. REV. 215 (excerpt on social enterprise business models)	• Complete SENLC Clinic Procedures Quiz and upload to Canvas by start of class on Monday, August 24 • Complete Conflicts of Interest Form by Monday, August 24
Clinic Orientation		
Wednesday, August 26: 12:30-3:30pm		
Topics	**Required Reading**	**Assignment Due**
Introduction to Business Lawyering **Introduction to Movement Lawyering**	Complete HOW I BUILT THIS assignment Alicia Alvarez & Paul Tremblay, INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 1 (pp. 1-19)	• Complete HOW I BUILT THIS assignment and upload written responses to Canvas

Introduction to Clients	Scott L. Cummings, *Movement Lawyering*, 2017 UNIV. ILLINOIS L. REV. 1645 (excerpt)	
Thursday, August 27: 12:30-3:30pm		
Topics	**Required Reading**	**Assignment Due**
Clinic Pedagogy, Operations & Policies **Client-Centered Lawyering** **Interviewing Clients**	"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) 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)	• Upload written responses to seminar reading & discussion questions to Canvas • Prepare for the Interviewing Simulation by reading the Simulation Instructions and Hypothetical • Prepare individual Interview Outline; upload to Canvas
Friday, August 28: 12:30-3:00pm		
Topics	**Required Reading**	**Assignment Due**
Interviewing Simulation & Debrief **Team Collaboration**	Leigh Thompson, CREATIVE CONSPIRACY: THE NEW RULES OF BREAKTHROUGH COLLABORATION (excerpt) (2013)	• Work with your clinic partner to combine your individual Interview Outlines into a team Interview Outline; upload your team Interview Outline to Canvas • Prepare with teammate for Interviewing Simulation • Fill out Collaboration Style Worksheet and bring to Orientation
Orientation Key Deadline: • **Send Your Client Rankings to Professors via email by 5pm, Wednesday, August 26. You will be notified of your client assignment on Thursday, August 27.**		

<table>
<tr><td colspan="3">Week 1
Weekly Team Meetings Begin this Week</td></tr>
<tr><td colspan="3">Class 1-1: September 1</td></tr>
<tr><td>Topics</td><td>Required Reading</td><td>Assignment Due</td></tr>
<tr><td>Transactional Lawyering Ethics

Case Management & Legal Server Training</td><td>Ellen Rosen, The Zoom Boom: How Videoconferencing Tools are Changing the Legal Profession, ABA Journal

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 (available 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 2.1 (Advisor)
• Rule 8.4 (Misconduct)</td><td>• Upload written responses to seminar reading & discussion questions to Canvas</td></tr>
<tr><td colspan="3">Class 1-2: September 3</td></tr>
<tr><td>Topics</td><td>Required Reading</td><td>Assignment Due</td></tr>
<tr><td>Creating & Governing Nonprofits

(Watch asynchronous lecture prior to class)</td><td>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.)

Elizabeth Schmidt, “The Board of Directors and the Governance Role” in NONPROFIT LAW: THE LIFECYCLE OF A CHARITABLE ORGANIZATION (only pp. 67-87; 92-94; 96-104)</td><td>• Upload written responses to seminar reading & discussion questions to Canvas

Required Reading (Continued):
SKIM: IRS Publication 598 (excerpt on Unrelated Business Taxable Income (~pp. 9-10)

SKIM: IRS Publication, Applying for 501(c)(3) Tax-Exempt Status available at https://www.irs.gov/pub/irs-pdf/p4220.pdf</td></tr>
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Week 1 Key Deadlines:
- **Complete and submit Goal Identification Form via Canvas 24 hours before first team meeting**
- **Watch your taped Simulation Interview; complete and submit Self-Evaluation Form via Canvas by 12pm, Friday, 9/4**
- **Make initial client contact via email by Friday, 9/4 (after first weekly supervision meeting) and arrange initial client interview for Weeks 2 or 3.**

Week 2		
Class 2-1: September 8		
Topics	**Required Reading**	**Assignment Due**
Selecting the Optimal Business Entity I **(Watch asynchronous lecture prior to class)**	Alicia Alvarez & Paul Tremblay, "An Introduction to Business Entities" *in* INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 11 (pp. 329-355) Read Entity Choice Problem on Canvas	• Upload to Canvas written advisory letter to client explained in the Entity Choice Problem on Canvas
Class 2-2: September 10		
Topics	**Required Reading**	**Assignment Due**
Selecting the Optimal Business Entity II **(Watch asynchronous lecture prior to class)**	Dana Brakman Reiser, *Benefit Corporations—A Sustainable Form of Organization?* 46 WAKE FOREST L. REV. 591 (2011) Elizabeth Schmidt, "A Nonprofit or For-Profit Social Enterprise?" *in* NONPROFIT LAW: THE LIFECYCLE OF A CHARITABLE ORGANIZATION (pp. 41-45) Mark J. Loewenstein, Benefit Corporations: A Challenge in Corporate Governance, 68 Bus. Law. 1007 (2013) (*only* pp. 1027-1034) What is a Worker Cooperative? From U.S. Federation of Worker Cooperatives	• Upload written responses to seminar reading & discussion questions to Canvas

Week 2 Key Deadlines:
- **First timekeeping submissions due on Legal Server by 12pm, Monday, September 7. Start entering time weekly.**
- **Complete and submit Weekly Schedule via Canvas after end of Add/Drop Period**

- **Make initial client contact via email by Friday, 9/4 (after first weekly supervision meeting) and arrange initial client interview for Weeks 2 or 3.**
- **Interview Self-Reflection Paper due 24 hours after interview (upload to Box)**

Week 3		
Class 3-1: September 15		
Topics	**Required Reading**	**Assignment Due**
Transaction Planning	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 3 (pp. 75-107)	• Upload written responses to seminar reading & discussion questions to Canvas
Class 3-2: September 17		
Topics	**Required Reading**	**Assignment Due**
Legal Writing **&** **Conducting Transactional Research** **(Watch asynchronous lecture prior to class)**	Alicia Alvarez & Paul Tremblay, "Drafting Transactional Documents" *in* INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, Chapter 6 (pp. 183-206) Bruce Hopkins, "Sources of Tax-Exempt Organizations Law" and "Internal Revenue Code Sections" in THE LAW OF TAX-EXEMPT ORGANIZATIONS (Appendix A & B) Read Transactional Legal Research Hypothetical on Canvas	• Upload written responses to seminar reading & discussion questions to Canvas • Read and complete the Research Exercise for class; upload to Canvas • Bring your laptop and have your Bloomberg Law login and password

Week 3 Key Deadline:

- **Interview Self-Reflection Paper due 24 hours after interview (upload to Box)**
- **Conduct Initial Interviews by Friday, 9/18**

Week 4		
Class 4-1: September 22		
Topics	**Required Reading**	**Assignment Due**
Counseling Clients **&** **Client Interview Self-Reflections**	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) Jay A. Mitchell, "Preparing for a Board Meeting" *in* Picturing Corporate Practice, Chapter 7 (pp. 115-130)	• Upload written responses to seminar reading & discussion questions to Canvas • Be prepared to discuss your client interview self-reflection paper
Class 4-2: September 24		
Topics	**Required Reading**	**Assignment Due**
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 (*only* pp. 405-437 on "IV. Unrelated Business Income") "The Parent-Subsidiary Relationship" *in* NONPROFIT LAW: THE LIFECYCLE OF A CHARITABLE ORGANIZATION (pp. 497-500)	• Upload written responses to seminar reading & discussion questions to Canvas
Week 4 Key Deadlines: • **Prepare detailed Transaction Plan and Calendar for each client; send to supervisor 48 hours prior to team meeting; review with professor during Week 4 and 5 team meeting**		

Week 5		
Class 5-1: September 29		
Topics	**Required Reading**	**Assignment Due**
Drafting Contracts	Tina Stark, "The Building Blocks of Contracts" and "Translating the Business Deal into Contract Concepts" Parts 1 & 2, *in* DRAFTING CONTRACTS: HOW AND WHY LAWYERS DO WHAT THEY DO (2d ed.) (pp. 9-44) Tina Stark, "A Contract's Parts," *in* DRAFTING CONTRACTS: HOW AND WHY LAWYERS DO WHAT THEY DO (2d ed.) (pp. 47-63) Review Document Guidelines in Clinic Administrative Binder	• Upload written responses to seminar reading & discussion questions to Canvas
Class 5-2: October 1		
Topics	**Required Reading**	**Assignment Due**
Clinic Rounds: Difference, Assumptions, and Justice	Read Clinic Rounds Memo on Difference, Assumptions, and Justice	• Upload written memo assignment **by 5pm, Monday, September 28** to Box

Week 6		
Class 6-1: October 6		
Topics	**Required Reading**	**Assignment Due**
Clinic Rounds: Problem-Solving	• Read Clinic Rounds Memo • Read student teams' clinic rounds memos	After each clinic rounds seminar, write a short paragraph identifying one specific way you will use the lessons learned in rounds to change or improve your clinic work. Upload to Box. Due within 24 hours of class.
Class 6-2: October 8		
Topics	**Required Reading**	**Assignment Due**
Clinic Rounds: Problem-Solving	• Read Clinic Rounds Memo • Read student teams' clinic rounds memos	• After each clinic rounds seminar, write a short paragraph identifying one specific way you will use the lessons learned in rounds to change or improve your clinic work. Upload to Box. Due within 24 hours of class.

Week 7		
Class 7-1: October 13		
Topics	**Required Reading**	**Assignment Due**
Clinic Rounds: Problem-Solving	• Read Clinic Rounds Memo • Read student teams' clinic rounds memos	• After each clinic rounds seminar, write a short paragraph identifying one specific way you will use the lessons learned in rounds to change or improve your clinic work. Upload to Box. Due within 24 hours of class.
Class 7-2: October 15		
Topics	**Required Reading**	**Assignment Due**

Individual Mid-Semester Evaluations	None	• Complete Mid-Semester Evaluation Assignment

Weeks 8 – 12 October 20 – November 19 (no class on Tuesday, November 3)		
Classes 8-1 to 12-2 (10 Classes)		
Topics	**Required Reading**	**Assignment Due**
Clinic Rounds: Problem-Solving or **Moots of Client Presentations & Client Work Product**	If Clinic Rounds: • Read student teams' clinic rounds memos If Moot: • No Reading	If Clinic Rounds: • After each clinic rounds seminar, write a short paragraph identifying one specific way you will use the lessons learned in rounds to change or improve your clinic work. Upload to Box. Due within 24 hours of class. If Moot: • Presenters: Present client work product to class • Audience members: Read Moots Listener Feedback Form on Canvas and prepare to give feedback based on the questions on the Form • After each moot, email completed feedback form to presenters within 24 hours of class and upload to Box.

Week 13		
Class 13-1: November 24		
Topics	**Required Reading**	**Assignment Due**
Grand Rounds	None	• Present client work updates to class • No written assignment required
Class 13-2: November 26		
Topics	**Required Reading**	**Assignment Due**
Thanksgiving – No Class		
Week 14		
Class 14-1: December 1		
Topics	**Required Reading**	**Assignment Due**
The Future of Social Enterprise & Nonprofits **&** **End of Semester Reflection**	Elizabeth Schmidt, "The Nonprofit of the Future", "Rationales for the Nonprofit Sector," and "Challenging Assumptions about the Sector" *in* NONPROFIT LAW: THE LIFECYCLE OF A CHARITABLE ORGANIZATION (pp. 21-34) Michael Hobbes, "Stop Trying to Save the World: Big Ideas are Destroying International Development," THE NEW REPUBLIC (Nov. 17, 2014), https://newrepublic.com/article/120178/problem-international-development-and-plan-fix-it Christopher Ategeka, "Why Impact Investing Is Hurting Nonprofits," FORBES, (Jan. 4, 2016), http://www.forbes.com/sites/theyec/2016/01/04/why-impact-investing-is-hurting-nonprofits/	• Write Final Clinic Reflection and upload to Box at least 48 hours before class
December 3 – No Class Per Academic Calendar		

13. 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 1 – Initial Contact with Clients Made and Dates for Initial Interviews Set

Weeks 2 or 3 – Conduct Initial Client Interviews

Weeks 4 or 5 – Detailed Transaction Plan and Calendar for Each Client Submitted to Professors

Week 14 – Revised and Final Client Work Product to Clients; Final Client Meetings by 12/4

December 7 – File Management & Closing Checklist Complete

End of Semester Policy: You must complete all work that is due on your open client representations by December 7, 2020. 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.