

ACADEMIC COURSE SYLLABUS

COURSE TITLE:	NON-PROFIT ORGANIZATIONS LAW
COURSE NUMBER:	LAW E552 Semester must be successfully completed to receive final course grade
UNITS:	3 Units/Semester
COURSE TYPE:	Elective
PROFESSOR(S) NAME:	Professor Viveka Rydell
PROFESSOR CONTACT INFO:	Phone: 707-837-8882; or email: Viveka@pdisurgerycenter.org
SCHEDULE:	One-semester class: Fall 2016, Tuesdays , 6-9:00pm, Room # 207
PREREQUISITES:	Successful completion of first-year courses, and Master of Legal Studies students welcome
COREQUISITES:	None
TEXTS AND MATERIALS: (Identification of any texts, materials and references used throughout the course.)	<i>Good Counsel: Meeting the Legal Needs of Nonprofits</i> Lesley Rosenthal ISBN: 978-1-118-08404-5 352 pages
COURSE DESCRIPTION:	Formation; pre-incorporation activities; ongoing legal considerations facing non-profit corporations in all of their dealings, ranging from contracts, fundraising, HR, and more (also known as 501(c)(3)s. We will go through each “department” of a non-profit, whether large or small, or whether functions are done in-house or contracted out.
COURSE OBJECTIVES / ANTICIPATED LEARNING OUTCOMES: (Description of what students will be expected to know and be able to do at the end of the course. What skills or knowledge will be gained by the end of the course.)	<p>This course will survey the law governing the formation, operation and dissolution of nonprofit organizations, tax implications, as well as duties of in-house counsel and board members. Students will learn:</p> <ul style="list-style-type: none"> • the basics of nonprofit corporate law, governance, and the tax exemption. • legal topics relevant to program, fundraising, finance, communications, human resources, operations, contracts, government relations, and more. <p>Students will learn the most common legal, governance, and compliance issues facing non-profit organizations, is valuable to nonprofit professionals, board members and lawyers. Students will study cases, as well as:</p> <ul style="list-style-type: none"> • Practice pointers, checklists, and assessment tools • Sample contracts, licenses, and other form documents <p>Students should expect to spend a <u>minimum</u> of two hours/per hour of instruction time on assigned readings and briefing cases. For example, a 3-hour class would require at least 6 hours of outside preparation time per week.</p>
FORMAT OVERVIEW / METHOD	Course material will be presented in a lecture-discussion and Socratic

<p>OF INSTRUCTION (Description of how the course will be taught, including breakdown of lecture, practicum, etc.)</p>	<p>method format.</p> <p>The purpose of class meetings is to introduce students to the law governing not-for-profit (“Non Profit”) business organizations and their operation. This will be accomplished through the reading, review and discussion of statutes and cases. Students will be assigned cases to brief in class from time to time. Students will be expected to understand the facts of each case in detail and to explain the rules and reasoning supporting the court’s decision. All students must read the cases and be prepared to participate in discussions about them. All students should be prepared each week to discuss a review question based on material previously covered in the class.</p>
<p>EXAMS:</p>	<p>Exam begin promptly at 6 p.m. All students must take examination as scheduled. It is recognized that in special circumstances and due to emergencies, it may be necessary to schedule delayed examinations. An emergency is defined as a serious illness or injury to the student or a member of his or her immediate family. Special Circumstances are defined as other situations that, in the opinion of the Dean, are sufficient to warrant delay in taking examinations. <u>Any student taking delayed examinations <i>must have the prior written approval of the Dean.</i></u> No examination may be taken <u>prior</u> to the day of the regularly scheduled examination. If delayed examinations are approved by the Dean, <u>a fee of \$75 will be charged for each such exam taken.</u> Failure to complete an exam is not sufficient reason for a late or retake exam.</p> <p>The final exam will be cumulative, covering all course material.</p>
<p>GRADING / ASSESSMENT CRITERIA/CLASS POLICIES:</p>	<p>This is a pass/no pass class.</p> <p>Student will be evaluated based on the results of:</p> <p>Final exam - 90% (Fall Semester) Quality of Class Participation and Assigned Projects 10%</p> <p>The final exam will be cumulative, covering all course material.</p>
<p>ATTENDANCE:</p>	<p>Regular and punctual attendance is essential for the successful completion of the course. Students should plan to attend every class. Students must attend a minimum of 80% (36 hours — 12 of 15 classes) of the class sessions during the semester.</p> <p>Roll will be taken at each class. Class attendance is of particular importance in learning the language and concepts of the law. Make-up classes will be scheduled on evenings when classes are not usually held or on weekends or made up on another night by staying longer. Class sessions which are delayed or canceled because of holidays or policy of Empire College School of Law, and which are re-scheduled for a different date are considered regularly scheduled class sessions, not make-up classes. A student who has exceeded the absence limits outlined will be automatically dropped from the</p>

course. A student who is dropped from a course will be required to repeat the course at its next offering in order to meet graduation requirements.

<p>ASSIGNMENTS: FALL 2016</p>	<p>Note: Unless otherwise shown, all references are to Lesley Rosenthal, <i>Good Counsel: Meeting the Legal Needs of Nonprofits</i>.</p>
<p>Week 1: 8/30/16</p>	<p>Introduction Approaching Non Profit Corporate Law Brief Overview of Charitable Organizations in Historical Context Non-Profit Business Organizations in Business Context (in the U.S., in California, in Sonoma County.) Other Perspectives of Business Distinguishing Features of Non Profit Business Law Practice Introduction to Forms of Nonprofit Business Entities Statutes and Rules: Tax Code 501(c)(3), 501©(4), etc.</p> <p>PGS. Xi-xxvii Preface, Introduction PGS.3-18.</p> <p>Chapter 1. What Good Counsel Can Do for Nonprofits. What Legal Needs Do Nonprofits Have in Common? Beyond Laws about Nonprofits: Complying with Business Laws, Too. First Step for Legal Advice: CYA (Consult Your Attorney). In Sum/Coming Up Next.</p>
<p>Week 2: 9/6/16</p>	<p>PGS. 19-46</p> <p>Chapter 2. Nonprofit Legal Basics: Corporate Law and the Requirement of the Tax Exemption. The Benefits of Incorporating. Getting Organized as a Nonprofit Corporation. Following Good Corporate Law Practice. Obtaining Recognition of Tax-Exempt Status. Maintaining Tax-Exempt Status. Meeting Additional IRS Expectations.</p>
<p>Week 3: 9/13/16</p>	<p>PGS. 47-66</p> <p>Chapter 3. Good Counsel About Corporate Governance. What does the Board do? Advocacy and Independent Judgment – Counsel in Relation to Chief Executive. When Governance Fails. Learning by Negative Example.</p>
<p>Week 4: 9/20/16</p>	<p>PGS. 67-92</p> <p>Chapter 4. Contracts and Intellectual Property: Laws that Matter to Program Staff. Understanding the Organization’s Programs. Contracts: At the Heart of the Program’s Legal Arrangements. What is Intellectual Property (and What Does It Have to Do with Nonprofits?) Copyright Law for Nonprofits: An Introduction.</p>
<p>Week 5: 9/27/16</p>	<p>PGS. 93-122</p> <p>Chapter 5. Counseling the Rainmakers: Legal Aspects of Raising Money. A Lawyer’s Introduction to Fundraising.</p>

	<p>Laws that Matter to Fundraisers. Other Places Where Legal Meets Fundraising. Better Fundraising Through Governance and Compliance.</p>
Week 6: 10/4/16	<p>PGS. 123-154 Chapter 6. Laws That Matter to the Finance Department (or Not-for-Profit, but Not-for-Loss Either) Understand the Big Financial Picture A Year in the Life Other Places Where Legal and Finance Meet.</p>
Week 7: 10/11/16	<p>PGS. 155-184 Chapter 7. Getting Personnel: Human Resources Law for Nonprofits. Human Dynamics, Nonprofits, and the Law. Key Legal Elements of Employment Relationships. Other Laws that Matter to Nonprofit Human Resources Professionals.</p>
Week 8: 10/18/16	<p>PGS. 185-222 Chapter 8. Getting the Word Out, Legally: Counseling the Nonprofit Communications Team. Introduction to the Legal Aspects of Nonprofit Communications. What Nonprofit Marketing Directors Should Know About Trademark Law. Clearing Rights to Use the Protected Works of Others. Consumer Regulatory Laws. Getting the Word Out, Digitally. Other Places Where Legal Meets Communications.</p>
Week 9: 10/25/16	<p>PGS. 223-242 Chapter 9. Legal Meets Operations, Facilities Management, and Security. Laws that Matter to Operations. About Leases. Risk Management and the Chief Operating Officer.</p>
Week 10: 11/1/16	<p>PGS. 243-256 Chapter 10. Political Activities and Government Lobbying. Thou Shalt Not Politick. Lobbying: Advocacy with Limits. Recordkeeping, Registration, and Financial Disclosure. What isn't Lobbying?</p>
Week 11: 11/8/16	<p>PGS. 257-270 Chapter 11. Taking charge of the Legal Function. Catalogue and Prioritize Legal Needs. The softer skills of Good Counsel.</p>
Week 12: 11/15/16	<p>PGS. 271-282 Chapter 12. Finding Your Dream Job as In-House Counsel at a Nonprofit. Where to Begin Searching for an In-House Job at a Nonprofit. How to Position Yourself to win an In-house Job in a Nonprofit. Don't Believe the Myths.</p>

Week 13: 11/22/16	PGS. 287-295 Chapter 13. Mobilizing Other Legal Forces for the Good. Paid and Pro Bono Representations. A Broad Gauge Role for the Legal Profession in the Nonprofit Sector.
Week 14: 11/29/16	Review for final exam.
Week 15: Exam date TBA – finals period 12/5 to 12/15/16	3-hour final Examination - finals period runs: 12/5 to 12/15/16 – date tbd – watch for exam schedule to be published during semester.

Syllabus subject to change.