

**SMALL BUSINESS/NON-PROFIT CLINIC  
COURSE SYLLABUS**

**Spring 2009**

**Tuesday: 6:00 – 7:50 p.m.**

1) Required, Recommended and Supplemental Readings.

Reading assignments will be distributed during class. Apart from the materials distributed during class, there will be no other reading assignments.

2) Statement of Goals and Objectives.

The primary goal of this class is to provide the student with the background and experience of practicing law in a law firm focusing on a corporate (including nonprofit corporations) and transactional practice. As part of this experience the students will meet with clients, draft documents and deal with real issues as they arise in the context of corporate and transactional practice. Additionally, students will keep track of their time spent on each project, as if they were actually billing the client and turn in the timesheets to the instructors. Finally, the students will participate in classroom exercises designed to provide an overview of corporate and transactional issues which commonly arise with their clients for the clinic and in private practice.

3) Attendance Policy.

Given the nature of a clinic and the small number of students, attendance is critical. In addition to classroom attendance, students are expected to attend meetings with clients. As will be described in the Grading portion of the Syllabus, failure to attend client meetings or meaningfully participate in classroom exercises will result in zero points for that exercise and cannot be made up. This will dictate attendance. Any more than two unexcused absences from class will be defined as “grossly excessive absence,” mandating that the instructors take action under Academic Rule 1110.

4) Testing and Grading.

There will be no tests. Students will be graded based on their participation in classroom exercises, written exercises, client interviews, client work-product and timesheets. Attached to this Syllabus is the form Grading Sheet and Course Schedule. As mentioned in the Attendance Policy above, failure to attend client meetings or meaningfully participate in classroom exercises will result in zero points for that portion of the grade. These points cannot be made up. Written exercises, if not timely turned in, can be made up at the instructors’ discretion. Failure to complete client work will result in an automatic failing grade for the class.

**SMALL BUSINESS/NON-PROFIT CLINIC  
COURSE SCHEDULE\***

**Spring 2009**

**Tuesday: 6:00 – 7:50 p.m.**

January 20, 2009	Introduction, orientation and expectations; Law Office Practice (timekeeping, billing and file organization)
January 27, 2009	Forms of Entities; Initial case assignments
February 3, 2009	Spotting Intellectual Property Issues – guest speaker (subject to change)
February 10, 2009	Entity Formation Documents; Working with Statutes
February 17, 2009	Non-Profit Entities – formation documents and issues
February 24, 2009	Tax Exempt Non-Profit Entities; Tax-Exempt Organizations: governance and transactions
March 3, 2009	Overview of Commercial Lease Transactions; Client Assignment Discussion
March 10, 2009	Commercial Lease Exercise
March 17, 2009	Purchasing a Business – assets or stock. Purchase Agreement Overview
March 31, 2009	Purchasing Real Property Exercise. Self Evaluation: Individual meetings with instructors
April 7, 2009	Purchase Agreement Exercise
April 14, 2009	Corporate Financing – Securities. Securities Exercise
April 21, 2009	Corporate Financing -- Bank Loans and Secured Financing
April 28, 2009	Financial Distress Issues. Dissolution or Liquidation

\*Subject to change based on client needs.

**Spring 2009 Small Business/Non-Profit Clinic -- Grade Sheet**

<b>Assignment/Activities</b>		Student	Student	Student	Student	Straw Man
<b>Time Entry</b>						
	Number of Hours Billed					70
	Points					10
	Time Sheet Contents					10
<b>In-Person Interaction with Client(s)</b>						0
	Meeting One (Initial Meeting)					10
	Subsequent Meeting(1)					10
<b>Legal Work</b>						0
	Document Drafting					10
	Research					10
	Problem Solving Ability					10
	Written Communication with Client					10
<b>Class Room Exercises</b>						0
Writing Skills/Legal Analysis/Issue Spotting						0
	Working with Statutes					10
	Purchase of Real Property					10
	Commercial Lease					10
	Purchase/Sale of Business					10
	Securities					10
<b>Role Plays</b>						0
	Purchase of Real Property					10
	Commercial Lease					10
	Sale of Assets					10
	Securities					10
<b>Total Points</b>						<b>170</b>

Grade Rationale:

Hours Billed 70 hours = 10  
 1 pt reduction for each 5 hours below 70\*

Other Assignments  
 1 through 10 scale

No Assignment = 0

\* Dependant on volume of client work; students will not be penalized if there is insufficient client work.