

Syllabus and Course Policies for
ENTREPRENEURSHIP CLINIC

Class Meets: TBD

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SUMMARY

The Western State College of Law Entrepreneurship Clinic (“WSCLEC”) provides an opportunity for students to represent entrepreneurs and small businesses who may not otherwise be able to afford counsel. In conjunction with the casework, students will attend a two-hour seminar once a week. The seminar will involve discussions about active matters, occasional casework, as well as lectures and roundtable discussions on relevant law and legal issues.

TIME COMMITMENT

The American Bar Association Standards for accrediting law school schools contain a formula for calculating the amount of work that constitutes one credit hour. This is a 4-credit class. Therefore, in addition to attending class each week, your assigned readings, preparation for client matters, casework, and other duties will require you to spend approximately 480 minutes (or eight hours) outside of class on these tasks each week. Student work will include: (1) all aspects of advising and representing clients; (2) assigned readings and materials; (3) maintaining client files and documents; and (4) preparing for and attending weekly clinic seminars. You will be required to accurately log all time worked.

CLINICAL LEARNING OBJECTIVES

Start-up ventures navigate a complex landscape, often with founders focused on securing funding, refining products, and crafting marketing strategies. Amid these priorities, the legal affairs of operating a business and managing employment matters may be overlooked. Neglecting these critical legal obligations can lead to substantial liabilities, potentially derailing a company before it even gains momentum.

The Western State College of Law Entrepreneurship Clinic (“WSCLEC”) primarily aims to: (1) provide students who have completed Contracts and Business Associations with hands-on experience in addressing transactional legal challenges, and (2) support business owners and entrepreneurs in Orange County and the surrounding area in understanding and managing the legal complexities associated with startups and small businesses. Specifically, the course seeks to help students in:

- Gaining hands-on legal practice experience by representing clients in business and transactional matters;
- Understanding ethical considerations in representing multiple parties;
- Exploring the significance of a business plan for setting owner expectations and ensuring clear communication with attorneys and advisors;
- Navigating the business formation process, including understanding filing timelines and maintaining effective communication with clients;
- Analyzing capitalization;
- Conducting thorough client intake processes, including preparation and documentation;
- Emphasizing the crucial role of attorneys as business counselors;
- Examining key formation documents and their roles, especially focusing on essential ownership documents like Corporate Bylaws, LLC operating agreements, organizational minutes, partnership agreements, and joint venture agreements, which outline owner rights and responsibilities;
- Studying the regulatory and contractual landscapes affecting both new and established businesses;
- Recognizing the benefits of a comprehensive legal “health” audit to help new or existing businesses manage contractual, regulatory, and other legal issues;
- Offering a Capstone experience for law students aiming to specialize in business and transactional law.

REQUIRED TEXTS AND RESOURCES

TBA, but you will not be required to purchase, or obtain separately, any materials. I will provide you with all the materials.

CLASS ORGANIZATION AND LAW FIRM ASSUMPTIONS

At the WSCLEC, we aim to mimic the atmosphere of a law firm, referring to clinic participants as “Associates” or “WSCLEC Associates” instead of mere students. This distinction is subtle yet significant, underscoring that you are part of a professional team within a law firm-like setting at the law school. It emphasizes your accountability and responsibility to the clinic, your peers, and importantly, to the clients we serve.

The classroom aspect of the WSCLEC operates as a seminar and complements the hands-on client work you will engage in. We will delve into substantive topics facing entrepreneurs and small business owners. The classroom sessions will primarily involve lectures and roundtable discussions tied to readings and your experiences with client representation. As the semester progresses, expect to integrate more client-focused activities during class sessions.

COURSE CREDITS, EVALUATION, AND GRADING

A. Credits and Grading

- a. This course is a 4-credit course divided evenly between casework done for the clinic component (2 credits) and coursework and class participation in the seminar component (2 credits). You will receive 4 total credits for successful completion of this course. You will not receive partial credit (e.g., only 2 credits) for the successful completion of only one component of the course. You must successfully complete both components.
- b. **Clinic Component**
 - i. The clinic portion is graded on a pass/fail basis.
 - ii. There are 150 points possible, distributed as follows:
 1. Client communication & management 60
 2. Time keeping and other recording keeping 30
 3. Complete and competent client deliverables 60
 - iii. A closing client memorandum summarizing the work done, the status, and future tasks to be undertaken (if any) for each client is required as a precondition to obtain credit for the clinical component.
 - iv. Client work-product, Supervising Attorney input, client feedback, and practice management will determine your success in this category. Specific criteria include:
 - Quality of work product
 - Thoroughness, timeliness, and diligence in researching and drafting client work product.
 - Meeting deadlines, attention to detail, and punctuality.
 - Professionalism and ethical conduct with clients, other WSCLEC Associates, and Faculty Supervisor.
 - Communication with clients and Faculty Supervisor.
 - Practice Management – Proper maintenance of client physical and electronic files. Properly, accurately, and thoroughly recording time. Adhering to clinic procedures.
- c. **Seminar Component**
 - i. The seminar portion is graded on a 4.0 scale.
 - ii. There are 150 points possible, distributed as follows:

1. Preparedness for class 15
 2. Participation in class discussions & “rounds” 60
 3. Effective communication with
Faculty Supervisor & fellow Associates 50
 4. Professionalism 25
- iii. Class attendance is mandatory. Unavoidable conflicts must be cleared in advance of an absence.
- iv. Class preparation, including thoroughly reading the assigned materials and being prepared to participate in class.
- v. Class Participation includes thoughtfully volunteering that informs the class discussions. WSCLEC Associates are strongly encouraged to participate. We are a team.

Personal Inventory – This assignment will be discussed in class during the first week of classes and is due by 5pm (“COB”) on the Friday before the first week of classes.

Your Academic Schedule – Please email me your class schedule by COB on August 16th.

Time Records – Keep a record of time spent on this course, including dates and times spent reading, attending class, researching, working on assignments, working with clients and other activities. You may utilize a spreadsheet, a word processing table, or dedicated timekeeping software to record this information, but must **ultimately be input into CLIO**. This assignment will be discussed in class during the first week of classes. All time is **unofficially** due every Friday for the previous week. When you get to a firm this unofficial due date will be official. Now is the time to create good habits. This should be performed daily. If you record your time daily, it will make things a lot easier for you. **I will not be auditing this weekly**, but if you do not record your time weekly it will become problematic at the end of the semester. The hourly requirement to get 4 hours of credit is 128 hours of clinic work, not including additional hours spend in the seminar class. I will be spot checking to ensure this is being done. I will also ask the Senior Associates to check this for me.

Professionalism and Class Participation – This component of your grade includes: attentiveness and timeliness; preparation for class and overall contributions in class; behaving in a courteous, mature manner; and your fellow Associates’ assessment of your contribution to the Clinic. Unless otherwise noted, internet access, texting, social media use, etc. during class is prohibited.

Class participation is essential to the quality of learning that will take place in the seminar component of the course. Unlike most other law school courses, you will learn as much or more from each other and clients during the semester as you do from me or any of

your reading. This is especially true during Case Rounds when you will present the business or transactional matter you are working on for discussion, analysis, ideas and comments.

Case Rounds: Participation in Case Rounds involves the presentation of the business or transactional matter you are working on i.e., a description of the matter, the client, the nature of the business, the problem, the solution or alternatives, your ideas, the tactics or strategies to achieve the client's objective, questions you have and want to discuss with the class, or anything else you wish to discuss with members of the class during Case Rounds.

- B. **Submission of Work Product**: Due dates for all assignments are strict. Please plan accordingly to ensure assignments are turned in on time.

Please notify me, in advance if possible, if *serious* personal illness or a family emergency will prevent you from submitting an assignment on time. **Computer trouble is not an excuse for late submission of assignments.** I suggest that you back up your work on a secure "cloud" or secure flash drive. Email submissions are considered turned in when received. Unless I designate a specific time for you to turn something in, the deadline is 11:59 pm via e-mail.

Document Formatting: As a lawyer, it is crucial that you comply with formatting requirements of the jurisdiction in which you are practicing. Failure to do so may have serious consequences, such as rejection of your document. In our jurisdiction (WSCLEC), all written work must adhere to the following formatting rules:

- All assignments must be typed/printed/prepared in 12-point font and must be printed single-sided on white 8½ by 11-inch paper, if requested to provide printed copy.
 - Text must be single spaced and double-spaced between paragraphs.
 - Use a one-inch margin on all four sides of the page.
 - Number each page on the right-hand side at the bottom of the page (see example below on this page).
 - Where the assignment is more than one page and you are submitting a hard copy, staple the pages together in upper left-hand corner.
 - Final copies of client documents will be sent to clients in secure PDF form.
- C. **Attendance**: Class attendance is mandatory. If a student must miss a class because of an unavoidable urgent matter, the student is responsible for contacting me as soon as the problem presents itself. Attendance includes the obligation to arrive on time and to satisfactorily complete reading assignments prior to class. If you are absent for more than

20% of the scheduled classes for any reason, including excused absences, it will be very difficult for you to receive credit for this class.

You are responsible for obtaining handouts, class notes, and assignments given in missed classes. You may be excused for reasons such as illness, family emergency, or observance of religious holy days. Please note that whether to excuse an absence is entirely up to my discretion. Unexcused absences may lower your professionalism/class participation grade.

COMMUNICATION

It is your responsibility to regularly check your WSCLEC email account and TWEN daily for assignments, notices, and any updates to the class schedule or assignments. You will also be the primary point of contact for our clients and thus you are expected to maintain a high-level of communication with the client. All clinic business must be conducted with your WSCLEC e-mail account. Under no circumstances may you communicate about clinic cases using Gmail, your “regular” WSCL email account, or any other non-WSCL email address or account. You must check your WSCLEC e-mail account on at least a daily basis. **Your clients may call or e-mail you frequently for updates. All client calls and e-mails should be returned within 24 hours and must be documented in the client file** Also remember that e-mail correspondence is legally significant correspondence. **As a reminder, all clinic-related e-mails containing substantive legal advice or legal information must be reviewed by me prior to being sent.** As the semester progresses, other forms of communication may be introduced, and you will also be responsible for monitoring these.

PROFESSIONAL RESPONSIBILITY

All clinic students must adhere to the principles of professional conduct set forth in the California Rules of Professional Conduct, including those governing confidentiality, competent representation, effective client communication, attorney-client privilege, entity representation and work product-protection. You must familiarize yourselves with these rules. If any situation arises that you think may raise an ethical issue, please speak with me immediately.

CASE MANAGEMENT AND FILE KEEPING

You must maintain accurate, orderly, efficient files for every client matter to which you are assigned. Files must be updated and kept in a form to allow successor or co-counsel to pick up the matter at a moment’s notice. Electronic files will be maintained using a cloud-based case management system, on which you will be trained during the first weeks of the semester.

All files should include: the initial client intake form; signed client engagement letter; a running chronology of all actions and events; copies of all client and third party correspondence; copies of all documents relevant to the matter; descriptions of all phone calls with clients and relevant third parties; and any research or attorney work product/notes that you generate.

WORKLOAD MANAGEMENT

I will assign you multiple client matters to work on simultaneously. It is sometimes difficult to predict in advance how much work a matter will involve. It is your responsibility to let me know if you have too much work or too little. Time management and initiative are extremely important workplace skills and ones I hope you will learn through managing your workload in the clinic.

COURSE WEBSITE

To facilitate class administration, I have set up a TWEN (Westlaw) site for this course. The website includes the Handout, and additional information related to the course, posted throughout the semester. You are required to register for the course as soon as possible, preferably before the beginning of the semester, as there is important information that will be useful to you before the first-class meeting. You are responsible for checking the website regularly and you will be responsible for all materials posted on it.

PREPARATION AND PARTICIPATION REQUIREMENTS FOR CLASS

In this course, the cases will be analyzed and illuminated through students' responses to questions during class. Emphasis will be on the factual context and the reasoning underlying the holdings in the cases, not simply the "black letter" rules derived from the holdings. You will, therefore, be expected to have carefully read and briefed each case and reviewed any applicable statutes, rules, or Restatement sections related to the weekly assigned reading. Additionally, students are required to prepare written answers to the questions and problems that are listed before and after most cases in the casebook.

Pursuant to ABA Standard 310, you are expected to devote at minimum two (2) hours of out-of-class time preparing for each hour of classroom instruction. It is estimated that, on average, the assigned reading and other classroom preparation should require four or more hours outside of class for each class session. The assignments each week have been calibrated for you to achieve this minimum requirement.

VIDEO AND AUDIO RECORDINGS

Students are expressly prohibited from recording any part of this course without prior express permission from me. This includes any artificial intelligence tools designed to “transcribe” the classroom lecture and/or discussion or any other note-taking enhancement tools. Meetings of this course might be recorded by me. Any recordings will be available to students registered for this class as they are intended to supplement the classroom experience. Students are expected to follow appropriate Western State College of Law policies and maintain the security of passwords used to access recorded lectures. Recordings may not be reproduced, shared with those not in the class, or uploaded to other online environments.

USE OF ARTIFICIAL INTELLIGENCE

It is a violation of the Western State College of Law Honor Code to misrepresent work or ideas that you submit or exchange with your instructor by characterizing them as your own, such as presenting work or ideas that do not acknowledge the use of artificial intelligence tools (e.g., but not limited to, ChatGTP, Copilot, Gemini, Apple Intelligence, Grammarly, DALL-E, etc.). Students shall give credit to artificial intelligence tools whenever used, even if only to generate ideas. We will discuss ways to ethically and properly use artificial intelligence in the clinic. Please feel free to reach out to me with any questions you may have about the use of artificial intelligence before submitting any content that has been informed by these tools.

WESTERN STATE COLLEGE OF LAW - PROGRAMMATIC LEARNING OUTCOMES

Western State College of Law’s curriculum is designed so that every student achieves a level of competency prior to graduation in each of the eight Programmatic Learning Outcomes listed below:

(1) Doctrinal Knowledge

Students will demonstrate knowledge of substantive and procedural law in the core curriculum subjects, including Contracts, Criminal Law, Criminal Procedure, Torts, Real Property, Business Associations, Evidence, Civil Procedures, Constitutional Law, Estates, Community Property, Remedies, and Professional Responsibility.

(2) Practice Skills

Students will demonstrate the development of other law practice skills. Each student’s chosen outcomes within this category will be varied based on the student’s particular interests, coursework and work experiences. They may include, but are not limited to, the following topics: oral presentation and advocacy; interviewing; counseling; client service and business development; negotiations, mediation, arbitration, or other alternate dispute

resolution methods; advanced legal research and writing (excluding purely academic papers and the first four units earned in introductory first-year legal research and writing class); applied legal writing such as drafting contracts, pleadings, other legal instruments; law practice management or the use of technology in law practice; cultural competency; collaboration or project management; financial analysis, such as accounting, budgeting project management, and valuation; cost benefit analysis in administrative agencies; use of technology, data analyses, or predictive coding; business strategy and behavior; pre-trial preparation, fact investigation, such as discovery, e-discovery, motion practice, assessing evidence, or utilizing experts; trial practice; professional civility and applied ethics; a law clinic that includes a classroom component; or a legal externship that includes a classroom component.

(3) **Legal Analysis**

Students will demonstrate the ability to identify the factual and legal issues implicated by a fact pattern and to appropriately use cases (including identifying the salient features of an appropriate precedent case, identifying legally significant similarities or differences between the precedent case and a fact pattern and explaining why those are legally significant) and rules (including the ability to connect legally significant facts in a fact pattern to the rule) to predict how a court would decide the issue. Students will also demonstrate the ability to identify and evaluate the public policies of a precedent case or rule, and be able to evaluate how public policy can impact the application of a rule to the legal issue.

(4) **Legal Research**

Students will demonstrate the ability to locate relevant legal authority using a variety of book and electronic resources, and to properly cite to such legal authority.

(5) **Communication**

Students will demonstrate the ability to communicate both orally and in writing in a manner appropriate to a particular task to effectively convey the author or speaker's ideas. This includes audience sensitivity in written and oral communication (the ability to adopt a tone, style and level of detail appropriate to the needs, knowledge and expertise of the audience); and written communication basic proficiency (the ability to use the conventions of grammar, spelling, punctuation, diction and usage appropriate to the task and sufficient to convey effectively the author's ideas).

(6) **Advocacy of Legal Argument**

Students will demonstrate the ability, in both oral and written formats, to evaluate the legal, economic and social strengths and weaknesses of a case and use case and statutory authority as well as public policy to persuade others. Making policy-based arguments includes the ability to identify and evaluate the public policies of a precedent case or rule and their implications, and be able to assert such appropriate arguments to support a particular application or distinction of a precedent case to a legal controversy or a particular resolution of the application of a rule to the legal controversy.

(7) **Client Sensitivity and Cultural Competency**

Students will demonstrate an awareness of clients' needs and goals, including a sensitivity to clients' background and circumstances (including, but not limited to, socio-economic, gender, race, ethnicity, educational, disability and/or religious background(s)), the ability to make decisions that reflect an appropriate focus on those needs and goals, and awareness that cultural issues may affect the relevance of facts and application of the law.

(8) **Legal Ethics**

Students will demonstrate the ability to identify ethical issues in law practice contexts and make appropriate decisions to resolve such issues.

DISABILITY SERVICES STATEMENT:

Western State College of Law provides accommodations to qualified students with disabilities. The **Disabilities** Services Office assists qualified students with disabilities in acquiring reasonable and appropriate accommodations and in supporting equal access to services, programs, and activities at Western State College of Law.

To seek reasonable accommodations, a student must contact Senior Assistant Dean Donna Espinoza, Student Services Director and Disabilities Services Coordinator, whose office is in the Students Services Suite located on the upper level of the library building. Dean Espinoza's phone number and email address are: (714) 459-1117; despinoza@wsulaw.edu. When seeking accommodations, a student should notify Dean Espinoza of her or his specific limitations and, if known, her or his specific requested accommodations. Students who seek accommodations will be asked to supply medical documentation of the need for accommodation. Classroom accommodations are not retroactive, but are effective only upon the student sharing approved accommodations with the instructor or professor. Therefore, students are encouraged to request accommodations as early as feasible with Dean Espinoza to allow for time to gather necessary documentation. If you have a concern or complaint in this regard, please notify Dean Espinoza; or

please notify Dean Marisa Cianciarulo at mcianciarulo@wsulaw.edu or (714) 459-1168. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."

SCHEDULE OF SEMINAR CLASSES, TOPICS, AND ASSIGNMENTS

(Note: The Assignments are subject to change throughout the semester as needed and at my sole discretion. If there is a change, you will be given ample notice).

Planned assignments, including the date for which each is due, are set forth below. Unless otherwise notified, you should come to class prepared for a given assignment on the date specified.

Week 1 – August 19th – 23rd

Assignment: Personal Inventory Worksheet.

- Introductions & Orientation.
- Syllabus review.
- Email, TWEN, communication matters.

Week 2 – August 26th – 30th

Assignment: Read handouts on selecting an entity and startup company checklist (TWEN).

Lecture and Presentation: Introduction to Research Materials and Methods; Use of Artificial Intelligence Tools; Basics of Corporations and other Entities.

- Time Keeping.
- Personal Inventory Worksheet discussion.
- Research Training.

Week 3 – September 2nd – 6th

Assignment: Read materials on choosing a jurisdiction for the corporation or LLC (TWEN).

Lecture and Presentation: Entity Approval Matters and Officers.

- Review form of Articles of Incorporation.
- Review form of Articles of Organization.
- We will go over how to address these issues when raised by clients.
- Case Rounds (if applicable).
- Work on client matters (if applicable).

Week 4 – September 9th – 13th

Assignment: Read materials on Founders Agreements (TBA).

Lecture and Presentation: Founder Matters and Vesting.

- Case Rounds.
- Review form of Founder Stock Purchase Agreement.
- We will go over how to address these issues when raised by clients.
- Work on Client matters (if applicable).

Week 5 – September 16th – 20th

Assignment: Read materials on operating agreements (TBA).

Lecture and Presentation: Operating Agreements.

- Case Rounds.
- Review form of Operating Agreement.
- We will go over how to address these issues when raised by clients.
- Work on Client matters (if applicable).

Week 6 – September 23rd – 27th

Assignment: Read materials on corporate bylaws (TBA).

Lecture and Presentation: Corporate Bylaws.

- Case Rounds.
- Review form of Corporate Bylaws.
- We will go over how to address these issues when raised by clients.
- Work on Client matters (if applicable).

Week 7 – September 30th – October 4th

Assignment: Read materials on non-disclosure and non-compete agreements (TBA).

Lecture and Presentation: Non-Disclosure, Confidentiality, and the use (non-use) of Non-Compete Agreements.

- Case Rounds.

- We will go over how to address these issues when raised by clients.
- Work on Client matters (if applicable).

Weeks 8 – 15

TBD. However, topics we will cover include capitalization matters, use of independent contractors, the importance of legal audits, and more.