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### Advocacy Coalition Agreements

Working with others is often the best way to achieve a policy goal. However, working in a coalition has legal implications that should be discussed and documented in a legal agreement before the coalition begins its work. These include:

- *What responsibility and potential liability do coalition members have regarding the people performing work for the coalition?* A coalition member may become a joint employer (potentially incurring liability for violations of wage and hour rules and other laws) if it exercises the power to hire or fire, supervises or controls the work schedule or conditions of employment, determines the rate or method of compensation, maintains employment records, or agrees to share the employee's services. Determining and documenting who has the authority to supervise and direct the work of coalition staff can help avoid unanticipated liability.
- *Who owns jointly created reports, websites, and mailing lists?* Coalitions often produce valuable intellectual property. Clarifying who may use these resources during and after the life of the coalition will avoid disputes later.
- *Who will pay the expenses necessary for the coalition's work?* An agreement that specifies how expenses will be shared and who is responsible for paying them can help avoid misunderstandings later.
- *How will any funds raised for the coalition's work be maintained and shared? Will one member grant or subgrant funding to other members?* Many coalitions need funding to staff their work and pay other expenses. Confirming who raises the funds, and who maintains them, will help insure that the coalition will have the resources it needs to be successful. If one coalition member will make grants to the others, grant agreements should consider whether the recipient's lobbying and/or political activities will be attributed to the grantor.
- *Who can claim to speak on the coalition's behalf, or claim credit for its work?* Inconsistent messaging can create confusion and undermine the public aspects of a coalition's campaign. Identifying who has authority to speak on the coalition's behalf and what those messages will be will make a coalition more effective in its public communications.
- *How will the members deal with potential conflicts of interest?* Coalition partners may compete for funding, be tempted to enter into side deals, and undertake non-coalition work that members (or their funders) disapprove of. Members should establish a process to disclose and resolve such conflicts.
- *What data sharing and confidentiality protocols does the coalition have in place?* Members may need to share sensitive materials such as individuals' medical, legal, or financial information (which may be legally protected); member organizations' internal information; and coalition strategy documents. Clarifying the ground rules

for maintaining and distributing such information can help avoid liability and disagreements.

- *How will coalition members manage risk?* Coalition members may work at each other's offices, provide each other with transportation, or engage in other acts giving rise to liability for each other's actions. Coalition members can protect themselves through simple legal tools, such as agreements regarding indemnification, waivers of liability, and insurance.
- *If some members engage in partisan political activity, what protocols will be used to protect the tax exempt status of other members that are public charities?* Coalitions often include 501(c)(4) groups or labor unions, which are permitted to engage in partisan political activity. Setting the ground rules for electoral activity in the coalition's communications and activities can avoid jeopardizing a 501(c)(3) organization's tax exempt status.
- *Will the coalition engage in lobbying?* The objectives of a coalition are sometimes achievable only through legislative or administrative advocacy. If so, will all members participate? If members pool funding for a lobbyist, must each count its contribution as a lobbying expense? How will the registration and reporting of these activities be handled? Resolving these questions at the outset can help coalition members avoid becoming the target of regulatory enforcement actions.

**Lawyers Alliance staff are available to help qualified nonprofits draft advocacy coalition agreements and grant agreements. Please contact Senior Policy Counsel Laura Abel at [label@lawyersalliance.org](mailto:label@lawyersalliance.org), (212) 219-1800 ext. 283, or visit [www.lawyersalliance.org](http://www.lawyersalliance.org) for further information.**

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