

## NEW PROJECT:

# Pro Bono Lawyers Help Nonprofits Navigate Financial Change

Our new Program Preservation, Evolution, and Financial Change initiative is designed to address the legal implications of current financial challenges and economic uncertainty.

Economic uncertainty is having an impact on nonprofits and their services. Many organizations continue to experience delays in government contract payments, the philanthropy pipeline is strained, and pandemic relief lines have been exhausted. A smaller number of nonprofits serving low-income New Yorkers are upsizing due to significantly increased funding. Building on our experience helping nonprofits through major challenges, from the 2008 recession to the throes of the pandemic, Lawyers Alliance announces our new **Program Preservation, Evolution, and Financial Change** initiative, designed to address the legal implications of current financial challenges and economic uncertainty.

We encourage nonprofit clients to contact us for legal help. We simultaneously are recruiting more pro bono business and transactional lawyers to work in conjunction with our staff on these pressing issues.

### Legal strategies to improve financial positioning

In these uneven economic times, nonprofits are reevaluating financial plans, turning to cash flow loans to deal with government contract delays, and struggling with too much or too little real estate, all areas where pro bono attorneys can make a positive difference.

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### HOW CAN LAWYERS ALLIANCE PRO BONO ATTORNEYS HELP?

- Corporate and finance attorneys can negotiate a **loan or grant agreement** or explain the terms so that a nonprofit organization understands its obligations and risks.
- Real estate attorneys can review a **lease** to advise on any options to control expenses, sublet underutilized space, or pursue other relief.
- Intellectual property and technology attorneys can review a **license or a services agreement** related to new fee-for-services or enhanced revenue-generation plans.
- Transactional and restructuring lawyers can help a nonprofit client consider a **strategic alliance** with another organization, and prepare a memorandum of understanding, in an effort to limit expenses while continuing programming.
- New and returning volunteers are assisting nonprofits with Board trainings, bylaws updates, investment policies, and other **governance** best practices.

inside



Photo: BRIC Arts

*National Support for Education  
Community Arts and Contracts  
2023-24 Law Firm Appeal  
2023 Cornerstone Awards*

# Pro Bono Lawyers Help Nonprofits Navigate Financial Change

**Destination Tomorrow provides important services to LGBTQ+ community members.**



Photo: Destination Tomorrow

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**Case Example:** Facing delayed payments from government contracts, **Destination Tomorrow** turned to Lawyers Alliance and pro bono attorneys from **Polsinelli PC** to negotiate bridge financing with the Nonprofit Finance Fund. With this loan, Destination Tomorrow can continue to provide educational, financial, housing, and health services that empower 5,242 vulnerable LGBTQ+ community members in the Bronx and throughout New York City and its surrounding areas. Reports attorney Gabriel Yomi Dabiri, “As new Lawyers Alliance volunteers, our team is inspired by Destination Tomorrow’s work, and excited by the opportunity to provide pro bono support to Destination Tomorrow and other nonprofits that benefit our City.”

## Strengthening organizations that help others

Some nonprofits are bringing capital and credit to underserved communities by making loans or grants to community-based organizations so these organizations can maintain or expand programming. They need legal assistance to memorialize these agreements.

**The Knowledge House provides tech, digital, and entrepreneurship training and professional development for youth in low-income communities.**



Photo: The Knowledge House

**Case Example:** When financing lawyers from **White & Case LLP** expressed interest in using their legal expertise on a meaningful pro bono matter, Lawyers Alliance connected the law firm to **Inclusiv**. This longtime Lawyers Alliance client promotes financial inclusion by supporting and organizing 500 member community development credit unions (CDCUs) that provide financial services to more than 20 million residents of historically redlined and low-income communities in 47 states, Washington DC, Puerto Rico, and the US Virgin Islands. The White & Case pro bono team reviewed Inclusiv’s loan agreement and promissory note, which, reports CFO Eben Sheaffer, “enabled Inclusiv to obtain a \$3,500,000 loan from The Annie E. Casey Foundation to be used as subordinated debt investments and mortgage loans in CDCU communities, with a focus on communities of color.”

## Providing opportunities for nonprofits to grow

For those nonprofits fortunate enough to have increased funding or that are otherwise engaged in infrastructure expansion, pro bono advice from a corporate, employment, real estate, or exempt organizations attorney may be needed.

**Case Example:** Attorneys can review and negotiate leases for larger program or office space. That is how volunteers from **Dechert LLP** helped **The Knowledge House**, which provides tech, digital, and entrepreneurship training and professional development for youth in low-income communities. Building on its success in serving 1,900+ youth and young adults in New York City, Newark, Atlanta, and Los Angeles, The Knowledge House sought to move to a bigger Bronx location in anticipation of teaching classes in-person and potentially receiving federal funding. Jerelyn Rodriguez, Co-Founder and CEO, says, “Pro bono attorneys from Dechert reviewed our lease for the new space, and The Knowledge House moved in November 2023, allowing us to focus on expanded programming.”

Lawyers Alliance thanks **The New York Community Trust** for its new grant to Lawyers Alliance to help nonprofits with the legal implications of financial challenges and economic uncertainty.

For more information, please contact Lawyers Alliance Executive Director Elizabeth Guggenheimer at [eguggenheimer@lawyersalliance.org](mailto:eguggenheimer@lawyersalliance.org).

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# Contracts Provide Framework for Community Arts Groups' Creativity

Community arts nonprofits face a variety of contract-related legal issues when bringing their programming to New York City's five boroughs. Performing and visual arts organizations may encounter the intricacies of intellectual property rights, licensing agreements, and media considerations. Performing arts groups and galleries require real estate advice when leasing or renting out performance and exhibition space. Meanwhile, the terms of artist engagements deserve detailed drafting and legal review. For these concerns and more, community arts organizations turn to Lawyers Alliance and our network of skilled volunteers with complex legal projects that ultimately lead to a more creative and inspired New York City.

## Leveraging artistic professionals

Performing arts organizations in particular utilize the services of professional actors, musicians, dancers, teaching artists, and stage technicians. Artistic independent contractor engagements are quite common among these and other community arts organizations, and legal help can align such engagements with the law and best practices.

**Case Example:** Serving the neighborhoods of Washington Heights and Inwood, **People's Theatre Project** (PTP) blends arts and social justice to craft meaningful theatre with and for more than 1,500 immigrants of all ages annually. PTP regularly engages playwrights and designers for its shows,



Photo: Emmanuel Abreu, courtesy of People's Theatre Project

**People's Theatre Project blends arts and social justice to craft meaningful theatre with and for more than 1,500 immigrants of all ages.**

and sought to ensure its independent contractor agreement template protected the organization as much as possible. Volunteer lawyers from **McDermott Will & Emery** revised the agreement template, including attention to the intellectual property and termination provisions. Bob Braswell, PTP's Managing Director, says, "With updated templates, we are expanding our network of artists to produce theatre that is a powerful artistic platform for immigrants and members of the Latine, Black, and Queer communities."

## Championing creative peers through shared space

Community arts organizations with access to real estate, whether they own or lease art studios, theater space, rehearsal rooms, or office space, sometimes offer their space to artists or other arts groups with aligned missions. Shared space can be both a fundraising vehicle and a way for others with limited access to space to flourish. Experienced real estate counsel is vital to document the legal relationship.

**Case Example: BRIC Arts**, a mainstay in the Brooklyn arts scene for more than 40 years, reaches approximately 142,000 people annually through arts events. BRIC also supports local individual artists and arts organizations by renting out portions of the BRIC House building in Downtown Brooklyn on a short-term basis for rehearsal, performance, or exhibition purposes. Pro bono attorneys from **Skadden, Arps, Slate, Meagher & Flom LLP** reviewed and revised BRIC's license agreement template for short-term rentals, not only to protect the organization but also to make the language more easily digestible to the artist counterparties. The volunteer team also reviewed BRIC's lease to verify the license agreement did not conflict with BRIC's obligations as a building tenant. Says Emma Montaya-Hills, BRIC's Director of Operations, "The legal work has been integral in helping grow our Rental and Partnership program. From small nonprofits to independent artists, the revised language has opened doors to make our space more utilized and accessible to our community."

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## Protecting organizational branding

Copyright and trademark protections can be critical for arts and cultural organizations seeking to foster a distinct artistic identity in the communities they serve. These nonprofits often rely heavily on their brand to stand out so that the public can easily recognize and support their creative endeavors and community outreach programs.

**Case Example:** Founded in 2001 in response to the lack of arts instruction in public schools, **Wingspan Arts** strives to ensure more equal access to the arts through multi-disciplinary arts education programs. Thousands of children across the New York metropolitan region have benefitted from its customized programs in and out of the classroom. Lawyers from **Crowell & Moring LLP** successfully renewed the organization's two trademark registrations with the U.S. Patent and Trademark Office, thereby enabling Wingspan to continue offering its unique community-based learning environment to young New Yorkers. Executive Director Paul Ashley says, "Wingspan is grateful for the assistance from



Photo: Natalie Powers, courtesy of Wingspan Arts

## Wingspan Arts strives to ensure more equal access to the arts through multi-disciplinary arts education programs.

Crowell & Moring with our trademark renewals for another ten year period. Having these partnerships allows us to focus on the arts and continue our mission of 'connecting the arts to life' with our Summer Conservatory students."

If your community arts organization needs legal services, please contact Staff Attorney Elizabeth Wytock at [ewytock@lawyersalliance.org](mailto:ewytock@lawyersalliance.org).

# Cornerstone Awards Honor Outstanding Pro Bono Achievements

On November 2, 2023, Lawyers Alliance celebrated the Cornerstone Awards and our exceptional volunteer attorneys at a festive gathering at **Paramount Global**.

## Institutional Honorees

**American Express General Counsel's Organization:** During the past two decades, American Express attorneys and legal professionals have handled more than 70 pro bono cases, ranging from limited scope consultations to complex matters and full representation, for nonprofits building a better New York.

**Crowell & Moring LLP:** Since 2007, Crowell & Moring has been an indispensable Lawyers Alliance partner. During the past five years, 88 Crowell pro bono attorneys represented 73 organizations that have improved lives throughout the City.



Photo: Daphne Youree

**Debevoise & Plimpton LLP:** Attorneys from Debevoise & Plimpton have provided vital pro bono services, leadership, and financial support to Lawyers Alliance for five decades, dating back to our beginnings as The Council of New York Law Associates.

## Individual Honorees

**Yen-Yi Anderson**, *Anderson and Associates Law, P.C.*

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**Jennifer Yamin**, *Wilson Sonsini Goodrich & Rosati*

For additional details and photos, visit our website at [www.lawyersalliance.org/volunteer-recognition](http://www.lawyersalliance.org/volunteer-recognition).

# Education Nonprofits Working in New York City and Across the Country

One of the ways that Lawyers Alliance leads nationally and serves locally is by providing legal help to nonprofits that operate in multiple states, particularly those focused on Quality Education from early childhood through young adulthood. Many education nonprofits started in New York and replicated their programs nationally to multiply their impact for students in low-income communities. Conversely, national nonprofits often seek to partner with New York City schools, the largest school district in the country. These strategies, and the resulting relationships, require quality legal guidance.

## Transforming education through technology

**Case Example: InnovateEDU** uses data, policy, practice, and research to support under-resourced schools and educators in New York City and nationwide. Pro bono attorneys from **Skadden, Arps, Slate, Meagher & Flom LLP** helped InnovateEDU acquire intellectual property and other assets from another nonprofit organization. The acquisition allows InnovateEDU to create a national network of school district-level labs to develop policy and practice for the safe and ethical use of artificial intelligence (AI). Erin Mote, Executive Director and Co-Founder of InnovateEDU, says, “[Pro bono counsel] was amazing in navigating

a complex situation and did so with grace. They educated me throughout the process and helped protect our interests.” InnovateEDU is partnering with the NYC Department of Education on its upcoming launch of an AI policy lab.

## Helping students access and succeed in college

**Case Example:** Founded in 1999 in New York, **Let’s Get Ready** (LGR) provides students from historically underrepresented backgrounds in 22 states with SAT preparation, college admissions counseling, and support to attain a college education. Services are provided virtually with near-peers to more than 17,000 students annually, often engaged by LGR through its partnerships with high schools and colleges. Pro bono attorneys from **Wilson Sonsini Goodrich & Rosati** and **McDermott Will & Emery** helped LGR review and revise consent forms, participation forms, and a template memorandum of understanding with partner schools. Jordan Wesley, LGR’s Managing Director of Partnerships, says, “Thanks to this help, LGR has deepened our understanding of the key risks and negotiation levers to support our data sharing agreements so that we can more effectively enter into contracts and MOUs with our partners.”

## Serving society’s youngest learners

**Case Example: National Association for Family Child Care** (NAFCC) leverages a nationwide network of providers and partners to expand and promote the power of family child care and high-quality early childhood experiences. NAFCC works in New York City, where it has approximately 180 affiliated providers, as well as in locations around the U.S., serving the most vulnerable children and families. NAFCC needed a new template contract to govern the relationships with these affiliates. Pro bono attorneys from **Kirkland & Ellis LLP** helped NAFCC draft a template contract. Kirkland’s Alex Adamis and Shaq Taylor comment, “It has been enriching to apply our drafting experience to help NAFCC build connections with its affiliates.”

If your education-related organization needs assistance, please e-mail Senior Staff Attorney Ciarra A. Chavarria at [cchavarria@lawyersalliance.org](mailto:cchavarria@lawyersalliance.org).

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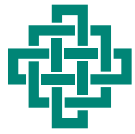
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Photo: National Association for Family Child Care

**National Association for Family Child Care works to expand and promote the power of family child care and high-quality early childhood experiences.**



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## Law Firm Appeal Supports Legal Services for Nonprofits

Lawyers Alliance is proud of its multi-decade relationship with **Sullivan & Cromwell LLP** and is thankful that the firm and its Co-Chairs, **Robert J. Giuffra Jr.** and **Scott D. Miller**, will lead Lawyers Alliance's 2023-24 Law Firm Appeal, now underway. S&C is a longstanding supporter of Lawyers Alliance, and partner Catherine Clarkin serves on our Board of Directors.

Funds raised through our annual appeal will help Lawyers Alliance continue to be a leading resource for nonprofits serving low-income and disadvantaged people throughout New York City and beyond. The legal assistance and resources provided enable nonprofits and social enterprises to improve their programs, operations, and finances and dedicate their focus to pursuing their missions.

"Scott and I are delighted to lead the Law Firm Appeal and to help Lawyers Alliance advise nonprofits on their important legal needs," says Mr. Giuffra, who is a partner in S&C's Litigation Group. "This appeal allows Lawyers Alliance to support the high-impact work of nonprofits and to be a leader in business law pro bono."

"Lawyers Alliance offers attorneys interesting and engaging business and transactional pro bono opportunities that benefit low-income communities," says Mr. Miller, who is a partner in S&C's General Practice Group. "With quality legal assistance, the nonprofits served are able to operate more effectively and efficiently and better direct their scarce resources to helping those in need."

To donate, please contact Development Manager James Valentin at [jvalentin@lawyersalliance.org](mailto:jvalentin@lawyersalliance.org).



Photo: Sullivan & Cromwell

**Robert J. Giuffra Jr.  
and Scott D. Miller of  
Sullivan & Cromwell  
are leading Lawyers  
Alliance's 2023-24  
Law Firm Appeal.**