

Philadelphia Bar Association
Business Law Section
Pro Bono Initiative
Philadelphia LawWorks

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BUSINESS LAW PRO BONO INITIATIVE

Philadelphia LawWorks

Philadelphia LawWorks refers eligible non-profit organizations and business clients to volunteer lawyers for free legal assistance. Legal services are provided in those substantive areas in which prospective clients generally need the greatest assistance, such as incorporation, real estate, tax, and estates issues. Traditionally, pro bono services in Philadelphia have focused primarily on representing individuals in litigation matters, LawWorks provides needed services and pro bono opportunities for transactional lawyers.

LawWorks is a collaborative effort, resulting from the vision and work of many individuals and organizations, including Philadelphia VIP (Volunteers for the Indigent Program), Philadelphia Regional Housing Legal Services (“RHLS”), Community Legal Services (“CLS”), and The Homeless Advocacy Project. Gregory Mathews, Esq., and Anne Mule, Esq., both former Business Section Chairs, and Catherine Carr, Esq., Executive Director of CLS, were critically involved in early efforts to create a working group of interested volunteers that had representatives from both the Bar Association and from many area service providers. Co-chaired by Alice Schwartz, Esq. and William Woodward, this group began working through the many issues involved in dramatically expanding the delivery of pro bono business law services in the region. Joined in November 2001 by VIP’s Board Chair, Barbara Sicalides, and VIP’s new Executive Director, Sharon Browning, this group has continued this work for over 2 years.

LawWorks’ refers clients to pro bono counsel through VIP, which has existing infrastructure and experience in matching clients with volunteer lawyers. Its efforts are augmented by the LawWorks Steering Committee, whose membership includes lawyers from the Business Law Section, other transactional sections of the Bar Association, and representatives of other appropriate sections and organizations. The role of the Steering Committee is to recruit transactional lawyers, assist VIP in making placement decisions, review eligibility criteria, develop training programs for volunteers, strategize and facilitate fundraising, plan and develop community education efforts, and generally work to improve and expand the program.

Intake of prospective clients will be through a variety of legal service providers which handle and refer transactional legal matters. This will allow client intake in many locations; those matters that the intake entity cannot service will use the LawWorks Application and will forward the matter to VIP for placement.

Another component of LawWorks is community education. This will help non-profit and business clients by giving them the information they need to solve some of their own problems without legal help. In addition, because they often are not aware that a current or potential legal issue exists and therefore do not get legal advice, these education efforts will help by alerting prospective clients to business, tax, real estate, and other issues which require legal representation. Our education programs will also let prospective clients know that volunteer lawyer assistance is available for those who qualify for the services. We anticipate substantial demand to originate from these efforts.

The planning group considered the potential problem of serving too many clients, with a resulting encroachment on those who represent business clients for fees. The committee concluded, however, that this problem is minimal since the LawWorks intake criteria for nearly all clients is identical to the criteria already in use by current legal services providers. We have identified types of “for profit” clients we believe may receive pro bono services even though they do not technically qualify under current VIP criteria. To meet this potential need, we will consider requests for business law services from those who cannot afford them, but who do not technically qualify under the current criteria. Those cases will be referred by VIP to our Steering Committee of transactional and legal services lawyers. A member of Lawyers Reference and Information Service (LRIS) serves on the committee to insure that the encroachment issue is raised and dealt with properly. LawWorks is committed to representing entities which simply cannot afford legal counsel but have a need for legal services.

A substantial expansion of transactional pro bono efforts has enormous potential to benefit the community. Unlike most litigation clients, LawWorks clients typically will be those trying to build and sustain various kinds of business or non-profit entities. Strengthening a not-for-profit organization that benefits its community will ultimately result in improving the common weal. Assisting a for-profit micro-business to become viable will bring economic benefits both to the entrepreneur and those with whom she does business. Pro bono business law services can contribute, in a very real way, to economic development to revitalize and stabilize communities.

You can volunteer in this effort by going to Philadelphia VIP’s website, www.phillyvip.org, and completing a volunteer application or by calling VIP at 215-523-9550.

Philadelphia LawWorks

Timeline

2003 and following years

Monthly	Steering Committee meets (evaluates cases for referrals, plans activities)
Quarterly	VIP and Steering Committee reports to Bus. Law Section
Various	Recruit volunteers: Pro Bono Roadshows, Business Law Section events
Various	Trainings for volunteers: VIP CLE's to train volunteers
Various	Publicity: Promote LawWorks at Bar Association, non-profit and CED events
Winter	Education: Plan community education; recruit speakers; prepare materials
Spring	Program: Community Education Program
September	Start Plan for next year: Steering Committee appointments for next year
October	Plan: staffing needs, budget, funding, activities for next year
November	Reception--thank volunteers; spotlight success stories; make awards
December	Annual report to Business Law Section Executive Committee

Philadelphia LawWorks Structure

Mission: Philadelphia LawWorks coordinates referrals to *pro bono* transactional legal services and provides education on legal issues for eligible non-profit organizations and businesses.

Steering Committee

Functions:

- Reviewing policy issues regarding transactional *pro bono* issues;
- Recruiting volunteer attorneys to handle transactional *pro bono* cases;
- Making referrals of eligible transactional cases not referred by VIP or LRIS;
- Engaging in publicity on availability of *pro bono* transactional legal services;
- Providing legal clinics and education on transactional legal issues;
- Coordinating *pro bono* efforts with other transactional legal practice Sections and Committees of the Bar Association;
- Seeking funding and support for legal services organizations, as appropriate; and
- Forming sub-committees, as needed.

LawWorks Committee Membership (9):

- Business Law Section–3 representatives
- Young Lawyers Division–2 representatives
- Philadelphia Volunteers for the Indigent Program ("VIP")–1 representative
- Lawyer Referral and Information Service ("LRIS")–1 representative
- Public Interest Section–Law Firm Pro Bono Committee–1 representative
- Public Interest Section–Delivery of Legal Services Committee–1 representative

Ex Officio Member:

- Chancellor or his/her designee

Liaison Members:

- DELVACCA–1 representative
- Real Property Section–1 representative
- Tax Section–1 representative
- Probate and Trust Section–1 representative

Philadelphia LawWorks

Legal Education
Proposed Workshops
for
Philadelphia Business

1. Business Basics

- Choice of Entity, including:
 - Sole Proprietorships
 - Partnerships
 - Corporations
- Protections, including:
 - Insurance
 - Risk Management
- Expenses, including:
 - Philadelphia Business Taxes
 - Income Tax Considerations (capital gains, expenses deductions, losses)
 - Workers' Compensation
 - Role of an Accountant
- Loans, including:
 - Loan Terms and Loan Documents
 - Security for the Loan, including personal Liability
 - Refinancing and Work-Outs
- Contracts
 - For Labor
 - For Supplies and Materials
 - For Equipment, such as Refrigeration, Copier, Postage
 - For Professional Services

2. Real Estate for Businesses

- Leases

- Lease Terms
- Renewals
- Operating Cost Pass-Throughs
- Triple Net Leases

- Buying Real Estate, including:

- Agreements of Sale with Contingencies
- Environmental Concerns

- Zoning, including:

- Permitted Uses
- Parking
- Signs
- Facade Improvements
- Other zoning requirements

3. Employment Issues

- Do's and Don't of Hiring, including:

- Sample Personnel Policies
- Sexual Harassment and Non-Discrimination Policies
- Non-competition and confidentiality agreements

- Termination of Employment, including:

- Unemployment Compensation
- Recommendations

- Workplace Safety, including:

- OSHA
- Environmental Protections

Philadelphia LawWorks

Legal Education Workshops

Proposal for

Philadelphia Business Corridors Supported by the Local Initiatives Support Corporation

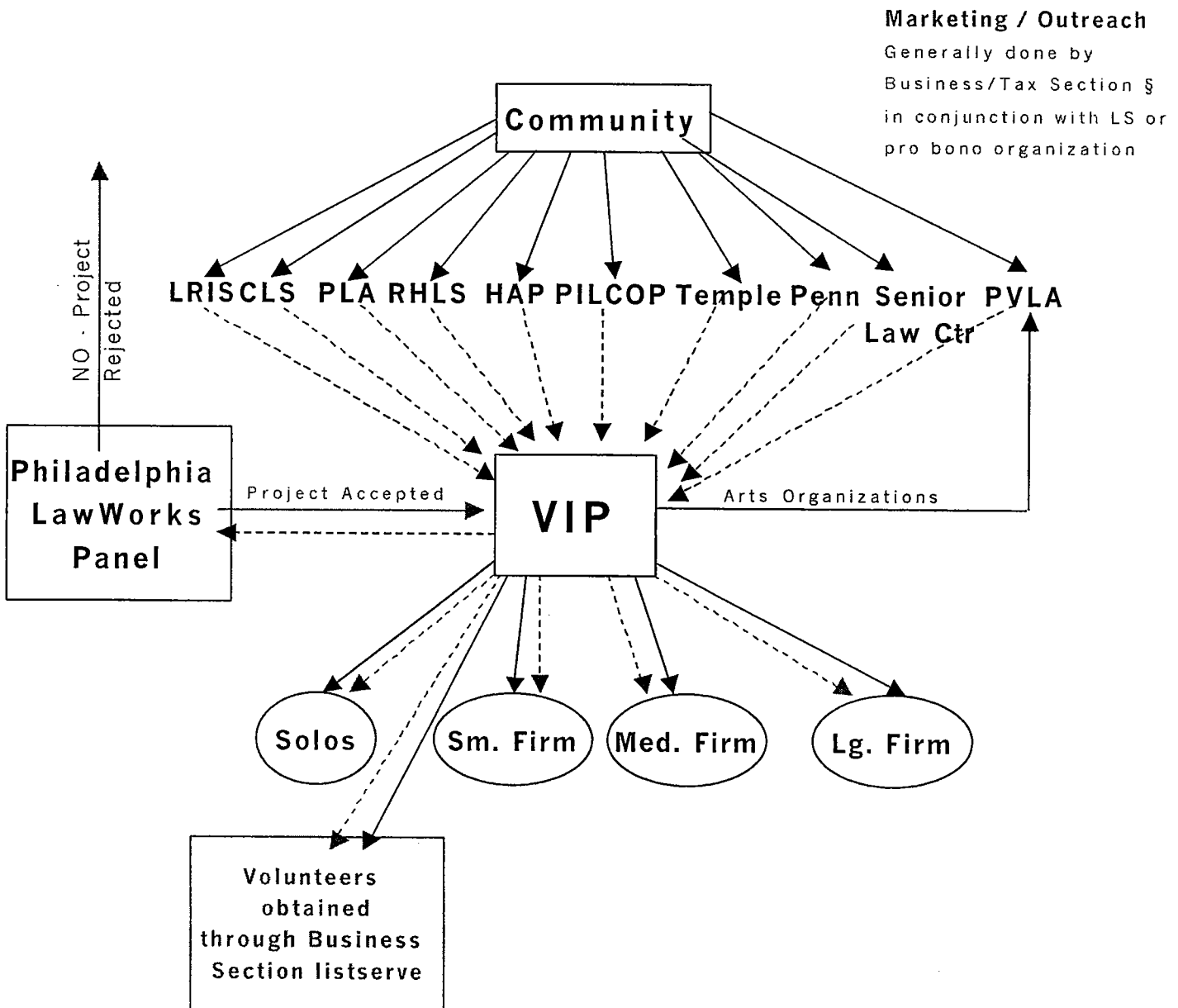
1. Getting Individual Businesses Started in the Corridor

- Buying Real Estate, including:
 - Selecting the Buyer Entity
 - Agreements of Sale with Contingencies
 - Environmental Concerns
 - Residential Apartments Above Commercial Uses
- Leases
 - Common Lease Terms
 - Operating Cost Pass-Throughs
 - Triple Net Leases
 - Renewals and Options to Buy
- Zoning, including:
 - Permitted Uses
 - Parking
 - Signs
 - Facade Improvements
 - Other zoning requirements

2. General Concerns for the Business Corridor

- Starting a Business Association
- Dealing with a Nuisance Neighbor

Philadelphia LawWorks Client Flowchart



--- Matters or parts of matters outside the organization's mission/expertise or with respect to which a conflict exists

Philadelphia LawWorks

APPLICATION FOR PRO BONO LEGAL ASSISTANCE

Philadelphia Law Works¹ coordinates referrals to *pro bono* transactional legal services and provides legal education for eligible non-profit organizations and businesses that benefit low-income persons or communities.

Please review the following information before completing the application.

Eligibility

Non-profit organizations

To be eligible for free legal assistance:

- a group must be, or desire to become, a nonprofit organization with the primary purpose of engaging in activities that benefit low-income persons or communities or that otherwise benefit the public interest.
- the organization must also be unable to pay for legal services without significant impairment of program resources.

Examples of eligible non-profit organizations include:

- community-based organizations
- social service providers
- community development corporations, and
- faith-based institutions

For-profit businesses

To be eligible for free legal assistance the owner(s) of the business must meet certain income eligibility criteria².

In addition, free legal services may be available on a case-by case basis to small businesses which provide essential services or engage in other activities which benefit a

¹Philadelphia LawWorks is a collaborative project of the Philadelphia Bar Association, Philadelphia Volunteers for the Indigent Program (VIP), Community Legal Services, Inc. (CLS), Regional Housing Legal Services, Inc. (RHLS), the Homeless Advocacy Project (HAP), Philadelphia Legal Assistance (PLA), Philadelphia Volunteer Lawyers for the Arts (PVLA), Public Interest Law Center of Philadelphia, the Senior Citizen Judicare Project, and the legal, clinical programs of the University of Pennsylvania Law School, Temple Law School and Villanova University Law School.

²In order to be income-eligible, the owner(s) household income must be 187.5% of poverty.

low-income person or community, such as child care providers, and which are unable to pay for legal services without significant impairment to program resources.

Scope of services for all organizations

Philadelphia LawWorks makes referrals to volunteer attorneys for pro bono legal representation on a variety on transactional matters, including, incorporation and application for tax-exempt status, as well as issues involving contract, real estate, tax, employment, and many other areas of the law. While the legal services are free, any out-of-pocket costs, such as filing fees, will be the responsibility of the client.

Purpose of Application

This application was designed to help Philadelphia LawWorks learn more about your organization and its legal needs. It will also help Philadelphia LawWorks determine whether your organization is eligible for its services. Please fill out the application completely and return it along with the requested attachments. Include any additional information that you think might be helpful, using additional sheets if necessary. It is important that you provide as much detail and be as candid as possible so that Philadelphia LawWorks can evaluate your application quickly and fairly. Philadelphia LawWorks understands that some of these question may not apply to your organization. For those questions, please write "Not applicable" as your response.

Philadelphia LawWorks Review Process

The application will be reviewed for eligibility and for the nature of your legal needs. The case will then be referred to a volunteer attorney. The referral process can take from two to four weeks or longer.

Language Access/Accommodations/Assistance

Please note any special needs, such as the use of an interpreter or translator, or accommodations for persons with disabilities. Let us know if you need assistance filling out the application.

Please submit the application to Philadelphia LawWorks at:

Contact name: _____
Organization: _____
Address: _____
Phone: _____
Fax: _____
e-mail: _____

ORGANIZATION AND CONTACT INFORMATION

Name of Organization: _____
Address: _____
Phone Number: _____
Fax Number: _____
Web site: _____

Name of Contact Person: _____
Position/Title: _____
Work Phone: _____ Home Phone: _____
E-mail: _____

Who else may be contacted for additional information:

Name: _____
Position/Title: _____
Work Phone: _____ Home Phone: _____
E-mail: _____

TYPE OF ORGANIZATION OR SERVICE REQUESTED

Please indicate (√) the description that best matches your organization or need. Check only one. THIS IS VERY IMPORTANT!

- a. Non-profit organization: _____ Complete Questions 1 - 25
- b. For-profit organization/small business: _____ Complete Questions 26 - 44
- c. For-profit organization/small business that only seeks business law information or training³. (Please note, by marking here, you are indicating that you currently do not seek the assistance of an attorney for a legal matter.) _____ Complete Question Nos. 26 - 31 and 43 - 44 only.

³Philadelphia LawWorks offers business law information and training to for-profit organization/small businesses in low-income communities and associated with commercial corridors, business incubator developments, Empowerment Zones, and Keystone Opportunity Zones.

NON-PROFIT ORGANIZATIONS

Please note, the next set of questions are to be completed **only** by non-profit organizations as indicated on the previous page.

ORGANIZATIONAL BACKGROUND AND STRUCTURE

1. Describe the purpose and/or mission of the organization. *(Please attach a copy of the mission statement, if available.):*

2. Please describe your organization's activities/programs. Attach any brochures, reports, or other documents which describe your organizations activities/programs.

3. When and how did the organization form?

4. Is your organization incorporated in Pennsylvania as a non-profit?

Yes No

If incorporated, attach a copy of articles of incorporation and bylaws.

5. If this is a newly formed organization, do you want to incorporate?

Yes No

6. Has your organization been designated by the IRS as tax-exempt under 501(c)(3) or 501(c)(4)?

Yes No

If yes, attach a copy of the IRS determination letter.

7. How many board members are there in the organization? _____

Attach a list of the board members of the organization and include names, titles, addresses, and phone numbers, and if they are an officer, their title.

8. How many of the board members are low-income persons⁴?

No. _____ N/A

9. If the organization has a membership, are more than one-half of the members low-income persons or households? _____ Yes _____ No _____ N/A

10. Please indicate the number of staff persons: _____ Paid _____ Volunteer

Please attach a list of staff position titles.

11. Please describe (a) the population served, or to be served, by the organization, (b) the geographic area the organization serves or intends to serve, and (c) the number of people it serves or intends to serve. _____

12. Does the organization partner or collaborate with other organizations to accomplish its goals?

If so, please attach a list of those partner or collaborating organizations and describe the relationship

FINANCIAL INFORMATION

13. What is the organization's annual budget? If it is a new organization, what is the projected annual budget? _____

14. Does your budget contain a line for legal fees? _____ Yes _____ No
If yes, please indicate the amount \$ _____

15. Explain why your organization cannot afford to pay for legal services without significant impairment of program resources? _____

⁴Low-income is defined as household income at 187.5% of poverty.

Please include a copy of your organization's annual report or income/expense statement (with a breakdown of income sources and expenses) for the most recent fiscal year.

LEGAL NEEDS

16. Describe as specifically as possible the legal needs for which your organization seeks assistance. Please attach copies of all related documents such as legal papers, contracts, letters, title documents, project proposals, etc. (**keep originals for your records**). Please note, Philadelphia LawWorks provides only non-litigation services.

17. Are there any deadlines relating to your request for assistance? If so, list dates and the nature of the deadlines: _____

18. If your organization has a need for general on-going legal advice/counsel, please indicate this and set forth those issues for which your organization needs advice.

19. Please list the names of all of the other persons and/or organizations involved in the matter for which you seek legal assistance, so that we can be sure to eliminate all conflicts of interest in referring this case. This is VERY IMPORTANT:

20. Prior legal representation:

a. Has a lawyer worked with your organization before on the problem described above? _____ Yes _____ No

b. If so, what is the lawyer's name, address and phone number?

c. Why is she/he no longer representing your organization in this matter?

d. What work did she/he perform?

21. Are there any attorneys active in your organization who have provided legal assistance to your organization? If so, please list their name(s) and the type of legal work provided:

22. Other than those already indicated, has the organization ever used the services of other attorneys in the past? If so, please set forth their name(s) and the legal service(s) provided:

23. Did you pay for any of the legal services in the questions above?
_____ Yes _____ No

MISCELLANEOUS INFORMATION

24. Do you have any special needs such as the use of an interpreter or translator, or accommodations for persons with disabilities?

25. How did you hear about Philadelphia LawWorks? Referral from another organization, brochure, listing in a directory, other? Please describe:

FOR-PROFIT BUSINESSES/ORGANIZATIONS

Please note, the next set of questions are to be completed **only** by for-profit

organizations/small businesses as indicated at the beginning of this application.

26. Describe, in detail, the nature of your business:

27. Are you conducting the business as a (please check one):
Sole Proprietor___ Partnership_____ Corporation___ Other Entity_____

If you did not check Sole Proprietor, please attach a list of all the other partners or co-owners in the business. Include their names, (title, if any), addresses, phone numbers, and their financial information as requested in questions No. 41 - 43.

28. When did you start doing business?_____

29. What geographic area does the business currently serve? Specify neighborhood(s), county or counties, or region(s)?_____

30. Describe the nature of the population served by your business:

31. Does the business collaborate with other organizations/businesses to accomplish its goals?
_____ Yes _____ No

If YES, please attach a list of those partner or collaborating organizations.

32. Describe as specifically as possible the legal needs for which your organization seeks assistance. Please send copies of all related documents such as legal papers, contracts, letters, title documents, project proposals, etc. **(keep originals for your records)**. Please note, Philadelphia LawWorks provides only non-litigation services.

33. Are there any deadlines relating to your request for assistance? If so, list dates and the nature of the deadline:_____

34. If your business has a need for general on-going legal advice/counsel, please indicate this and set forth those issues for which your organization needs advice.

35. Please list the names of all of the other persons and/or organizations involved in the matter for which you seek legal assistance, so that we can be sure to eliminate all conflicts of interest in referring this case. This is VERY IMPORTANT:

36. Prior legal representation:

a. Has a lawyer worked with your organization before on the problem described above? _____ Yes _____ No

b. If so, what is the lawyer's name, address and phone number?

c. Why is she/he no longer representing your business in this matter?

d. What work did she/he perform?

37. Are there any attorneys active in your organization who have provided legal assistance to your organization? If so, please list their name(s) and the type of legal work provided:

38. Other than those already indicated, has the organization ever used the services of other attorneys in the past? If so, please set forth their name(s) and the legal service(s) provided:

39. Did you pay for any of the legal services described in your answers to the questions above?

_____ Yes _____ No

FINANCIAL INFORMATION: FOR-PROFIT BUSINESSES/ORGANIZATIONS

Please note, your application will not be considered without the following financial information. Additionally, if there are partners or co-owners, their answers to these questions must also be included.

40. What is the gross annual income from all members of your household?

\$ _____

41. How many people are members of your household?

\$ _____

42. What is the source of your income? _____

Please attach individual tax returns for the most recent 3 years for yourself and all persons with an ownership interest in this business.

43. Do you have any special needs such as the use of an interpreter or translator, or accommodations for persons with disabilities?

44. How did you hear about Philadelphia LawWorks? Referral from another organization, brochure, listing in a directory, other? Please describe:

CHECKLIST

Please include as many of the following documents with your application as you can. Additionally, enclose any other documents that you believe may be helpful in assisting Philadelphia LawWorks assess your application.

- ___ Copy of Articles of Incorporation
- ___ Copy of Bylaws
- ___ Copy of IRS 501(c) Letter
- ___ Copy of Mission Statement
- ___ List of Board members w. affiliation, address, phone and whether an officer
- ___ List of Staff Position Titles
- ___ List Partners/Collaborators
- ___ Copy of Annual Budget or Income/Expense Statement
- ___ Copies of all documents related to the organizations specific legal problem(s)
- ___ Tax Returns for the most recent 3 years (for-profit/small business applicants only)

AUTHORIZATION TO RELEASE INFORMATION

Application Information: I hereby authorize Philadelphia LawWorks, its collaborating organizations and their agents and employees, to verify, disclose and make copies of any and all information provided in this Application in the course of determining eligibility and in securing a volunteer attorney.

Release: I hereby release any person or entity complying with this Authorization from any and all claims relating to the disclosure of any such information and documents.

Validity: A copy of this Authorization shall be as valid as the original.

The undersigned, hereby certifies that all of the information in this application is true and accurate and that he/she is authorized by the above organization to submit this application to Philadelphia LawWorks. The applicant further agrees to notify Philadelphia LawWorks in the event of any changes and understands and agrees that Philadelphia LawWorks must review this information with a panel of volunteer attorneys in order to evaluate the organization's eligibility for its services.

Signature: _____

Print Name: _____

Title: _____

Date: _____

Philadelphia LawWorks

Legal Service and Public Interest Organizations
 Providing Direct Service and Making ProBono Referrals

	VIP	CLS	PLA	HAP	IPVA	Judicare	IRHLS	PILCOP	UPenn	Temple	Villanova	Private/LRIS
	referrals	direct/referrals	referrals	referrals	referrals	direct/referrals	direct/referrals	referrals	direct/referrals	direct/referrals	direct/referrals	fee referrals
Non-profits												
Incorporation	yes	yes		yes	yes		yes	yes	yes	yes	referrals	yes
501 c 3	yes	yes		yes	limited		yes	yes	yes	yes	referrals	yes
Affordable housing	yes	yes		yes	no		yes	yes	yes	yes		yes
CED	yes	yes		yes			yes		yes	yes		yes
C-B facilities	yes	yes		yes	yes		yes	?		yes		yes
For-profit joint ventures	yes	yes		depends	yes		yes	yes	yes	no		yes
Resident councils	yes	yes		yes?	no		yes	yes	yes	yes		yes
Real estate	yes	yes		yes	yes		yes	yes	yes	yes		yes
Tax issues	yes	yes		yes	yes		no tax opinions	yes	y-regulatory, not compliance	no tax opinions		yes
General rep	yes	yes		no	yes		yes	yes	yes	yes	sometimes	yes
Employment	yes	yes		yes	yes		simple	yes	yes	no		yes
Child-care providers	yes	depends		depends	arts/culture		non-profit orgs.	yes	yes	non-profit orgs.		yes
Faith-based	yes	must create 501-c-3		depends	arts-culture		must create 501-c-3	yes	maybe	must create 501-c-3		yes
Charter schools	probably no	no		no	arts-culture		no	no	yes	no		yes
Copyright	yes						no	yes	yes	yes		
Trademark	yes								yes			
For-profits												
Individuals												
Home-based	yes	depends		depends	arts-culture		no	depends	yes	no	yes	yes
Neighborhood	yes	no		depends	depends		no	depends	yes	no	yes	yes
Shelter providers	yes	no		yes	no		non-profit		maybe	non-profit	yes	yes
Other	yes			no								
Small bus.												
Home-based	yes	depends		no	yes		no	depends (yes)	yes	no	yes	yes
Neighborhood	yes	no		no	yes		no	depends	yes	no	no	yes
Other	yes	no		no					yes			yes
Corp./LP/LLC												
CED pre-development	yes	depends		depends			yes		yes	yes	no	yes
CED post-investment	yes	no		depends			no		yes	no	no	yes
Other	yes			depends								yes
Benefit												
community impact	yes	depends		depends	yes		sometimes		yes	sometimes	yes	
city-wide impact	yes	depends		depends	yes		sometimes		yes	sometimes		
statewide impact	yes	depends		depends	yes		sometimes		yes	sometimes		
Public Policy												
	depends						CED/housing			yes		

Note: More information about these groups and the services they provide is available on the website of the Philadelphia Bar Association at www.philabar.org

Philadelphia LawWorks VOLUNTEER ENROLLMENT FORM

Date: _____

Volunteer Name: _____

Firm: _____

Street Address: _____

City: _____

State: _____

ZIP: _____

Telephone: _____

Fax #: _____

E-Mail: _____

Attorney I.D. Number: _____

Year Admitted to Practice: _____

Please check (✓) appropriately:

Disciplinary Actions

Active Status

() None

() Yes

() Yes

() No

Main Practice Concentration(s): _____

Are you available to do community education? () Yes

() No

Foreign language proficiency: _____

Please indicate with a "1" all types of matters which you are able to handle; with a "2" all types of matter which you would be willing to handle if VIP arranged to provide training and/or a mentor in that area; and with a "3" all matters in which you will serve as a mentor, trainer or supervisor.

Contracts	Non-profit Incorporation
Corporations	Probate/Wills
Corporate Structuring	Real Estate Litigation
General Business Law	Real Estate Transactions
Insurance	Taxation

_____ I am available to accept an emergency case.

Return Completed Form to: Executive Director, Philadelphia VIP
 42 South 15th Street, 4th Floor, Philadelphia, PA 19102
 (Telephone) 215-523-9550 (Fax) 215-564-0845