

# AVOIDING ETHICAL PITFALLS OF NONPROFIT BOARD SERVICE

This workshop will give attorneys and other professionals serving on nonprofit boards an understanding of the standards of conduct under Virginia and federal law applicable to, and limitations on, their activities in their capacities as board directors or officers; limits on liability stemming from such activities (including charitable immunity and volunteer protection); and ethical considerations of serving as directors and/or officers of nonprofit organizations.

**June 5, 2008**

4:00 pm - 6:15 pm

University of Richmond  
T.C. Williams School of Law  
Moot Court Room, 28 Westhampton Way  
Richmond, Virginia

Approval is pending for 2.0 hours Virginia MCLE ethics credits.

Presented by The Community Tax Law Project, the Greater Richmond Bar Foundation Pro Bono Clearinghouse, the University of Richmond School of Law, the University of Richmond School of Continuing Studies Institute on Philanthropy, and the Virginia Network of Nonprofit Organizations.

## Agenda:

- 3:30-4:00 pm *Registration & Light Refreshments*
- 4:00-4:05 pm *Opening Remarks*
- 4:05-5:05 pm *Standards and Ethics of Nonprofit Board Service* - *Deborah Barfield Williamson*  
State and federal legal standards of conduct, limits on liability, and ethical considerations for professionals serving as nonprofit organization directors and officers
- 5:05-5:15 pm *Break*
- 5:15-6:15pm *Nonprofit Board Service Ethics Hypotheticals* - *Deborah Barfield Williamson, Leslie Haley, Phyllis Katz*  
Panel Discussion, with audience participation, of board service scenarios illustrating actual, perceived, or potential ethical hazards for directors and officers

## Faculty:

- Deborah Barfield Williamson, Esq.*  
Executive Director, Virginia Network of Nonprofit Organizations, Richmond, VA
- Leslie A. T. Haley, Esq.*  
Assistant Ethics Counsel, Virginia State Bar, Richmond, VA
- Phyllis C. Katz, Esq.*  
Principal, Sands Anderson Marks and Miller, P.C., Richmond, VA

## Registration Fees

- Regular Attendee: \$100 (\$125 after June 2, 2008)
- Volunteer Attendee: \$35 (*materials fee*)  
*I agree to accept two pro bono referrals from The Community Tax Law Project or the Pro Bono Clearinghouse*
- Legal Aid/Nonprofit Professional/Full-time Student: \$35 (*materials fee*)

- I cannot attend the program but would like to receive more information about volunteer opportunities available with
- The Community Tax Law Project
- The Pro Bono Clearinghouse

## Registration Form

Please return this form and your payment by Monday, June 2, 2008, to The Community Tax Law Project, 3600 West Broad Street, Suite 678, Richmond, VA 23230. *Due to seating limitations, we may not be able to accept late registrations.* For additional information, please call (804) 358-5855, or email [info@ctlp.org](mailto:info@ctlp.org).

Name \_\_\_\_\_

Firm \_\_\_\_\_

Address \_\_\_\_\_

City/State/Zip \_\_\_\_\_

Phone \_\_\_\_\_

Fax \_\_\_\_\_

E-Mail \_\_\_\_\_

VA State Bar No. \_\_\_\_\_

This program has been funded in part by a grant from The Community Foundation Serving Richmond and Central Virginia.

The Community Tax Law Project wishes to thank its co-sponsors, the Greater Richmond Bar Foundation Pro Bono Clearinghouse, the University of Richmond School of Law, the University of Richmond School of Continuing Studies Institute on Philanthropy, the Virginia Network of Nonprofit Organizations, and the members of its Nonprofit Advisory Subcommittee, J. William Gray, Jr., Flora T. Hezel, Ann C. Hodges, Michele A.W. McKinnon, and Nancy "Newnie" N. Rogers, for their generous assistance with this program. Some of the materials used in this training are reproduced with the permission of the individual authors.

## Faculty Bios

**Deborah Barfield Williamson** serves as executive director of the Virginia Network of Nonprofit Organizations, the statewide organization linking Virginia's nonprofits and representing them in the public policy arena. A former attorney and consultant, Ms. Williamson has worked with many nonprofits and the professionals who serve them, providing technical assistance and counsel on matters such as board development, strategic planning, legal compliance, conflict resolution and collaborative decision-making. As a nonprofit educator, she has taught courses on nonprofit law, governance, and management for Virginia Commonwealth University, University of Virginia, University of Richmond, and Virginia Tech.

Ms. Williamson holds a Juris Doctor degree from the University of Richmond School of Law, a Master in Public Administration degree, with a concentration in nonprofit management, from George Mason University, and a Bachelor of Arts degree in religion from the College of William and Mary.

**Leslie A. T. Haley** currently serves as Assistant Ethics Counsel for the Virginia State Bar. As Assistant Ethics Counsel, her responsibilities include providing interpretation of the Rules of Professional Responsibility and legal ethics advice to lawyers throughout the Commonwealth. During her nine years with the Bar, Ms. Haley has also staffed the Committee on Lawyer Advertising and Solicitation and provided support to the Unauthorized Practice of Law Committee.

Prior to joining the Bar, Ms. Haley was in private practice for five years, practicing principally in the areas of domestic, criminal and personal injury law.

Ms. Haley attended West Virginia University, where she received a BS in Business Administration/Marketing. After a sales career with Philip Morris, USA, Ms. Haley returned to WVU and received her JD in 1993.

**Phyllis Katz**, a principal with Sands Anderson Marks and Miller, P.C., concentrates her practice in three areas of law: employment, local government, particularly land use and planning, and nonprofit organizations. In her employment law practice, she regularly advises employers on the application of the various employment laws, conducting policy and practice audits, and investigating workplace misconduct and complaints of harassment.

Phyllis has had a long involvement with nonprofit organizations. As a result of her personal experience with cancer, Phyllis founded LINC (Legal Information Network for Cancer), a nonprofit organization providing pro bono legal services to cancer patients. Phyllis regularly teaches and lectures on nonprofit board governance, roles and responsibilities of board members, and organizational ethics issues. She is also an adjunct faculty member of the University of Richmond School of Law and Virginia Tech's Graduate Program in Public Administration and Policy. Phyllis received the Virginia State Bar's 2008 Lewis F. Powell, Jr. award for pro bono service.

## Pro Bono Opportunities for Attorneys

**The Community Tax Law Project** (CTLTP) and **The Pro Bono Clearinghouse** (The Clearinghouse) are 501(c)(3) nonprofit organizations providing pro bono legal services to newly-forming and existing nonprofit organizations in the Greater Richmond area. Both CTLTP and The Clearinghouse rely on assistance from volunteer attorneys and match attorneys with nonprofits seeking services.

The Community Tax Law Project provides start-up assistance to community-based organizations with drafting articles of incorporation and bylaws, applying for recognition of tax-exempt status, and brief advice during the start-up phase. CTLTP emphasizes education in the nonprofit start-up process and assistance in attaining and maintaining tax-exempt status.

The Pro Bono Clearinghouse, sponsored by the Greater Richmond Bar Foundation, helps nonprofits resolve legal issues efficiently and effectively. The Clearinghouse responds to requests by nonprofits for legal advice in such areas as buying and selling property, leasing, finance, employment/labor law, insurance, contracts and more.

To learn more about volunteer opportunities available with The Community Tax Law Project and The Pro Bono Clearinghouse, please contact:

### ***The Community Tax Law Project***

(804) 358-5855  
Email: [info@ctlp.org](mailto:info@ctlp.org)  
[www.ctlp.org](http://www.ctlp.org)

### ***The Pro Bono Clearinghouse***

(804) 780-2600  
Email: [cdeitrick@richmondbar.org](mailto:cdeitrick@richmondbar.org)  
[www.grbf.org/clearinghouse.htm](http://www.grbf.org/clearinghouse.htm)