Nonprofit Legal Audit Clinic
Summary of CLE Videos

For the last several years, the Colorado Lawyers Committee has co-sponsored CLEs as part of the Nonprofit Legal Audit Clinic. Below is a summary of the contents of nine of these CLC presentations, with links to the section of the video where the topic is addressed (and information on where the topic appears in the video).

February 23, 2021 CLE Outline (This video available for CLE home study credit here)

1. Introduction by Polsinelli @ 0:00
2. Privacy and Data Security by Liz Harding (Polsinelli) @ 5:21
   a. Regulatory Landscape @ 5:43
      i. European General Data Protection Regulation (GDPR) @ 6:17
      ii. California Consumer Privacy Act (CCPA) @ 10:15
      iii. New York SHIELD Act @ 10:56
      iv. Colorado HB13-1128 @ 11:03
      v. Brazil’s LGPA @ 11:08
      vi. Canada – PIPEDA @ 11:12
   b. U.S. State Privacy Laws @ 11:34
   c. Exemptions for Nonprofits @ 12:54
   d. Common Themes @ 14:46
      i. Transparency @ 15:47
      ii. Consumer rights @ 17:02
      iii. Vendors and subprocessors @ 19:16
      iv. International transfers and data localization @ 20:24
      v. Vendor relationships @ 26:37
      vi. Security @ 21:38
      vii. Fines and rights to damages @ 23:45
   e. What Does Compliance Look Like? @24:59
      i. Where to start @ 25:05
   f. Data Breach Trends and Threats @ 27:34
   g. State Breach Laws @ 27:52
   h. Recent State AG Settlements @ 32:59
      i. Business Email Compromises @ 37:28
         i. Primary use of account access @ 37:33
         ii. Other use of account access @ 38:40
   j. Ransomware @ 39:21
   k. Ransom Payments @ 45:05
   l. Questions @ 41:15
3. Ethics by Peter Schwartz (Davis Graham & Stubbs) @ 44:49
   a. Pro Bono Rule – PRC 6.1 @ 45:23
      i. In fulfilling this responsibility, the lawyer should... @ 49:18
      ii. RPC 6.1 (cont’d) @ 51:20
      iii. History, comments, and other aspects of the rule @ 55:59
      iv. Comments about scope of paragraphs A(i) and A(ii) @ 57:15
      v. Comments about scope of paragraphs B(i) and B(ii) @ 1:01:51
vi. Other comments @ 1:05:44
b. Colorado Supreme Court Recognition Program @ 1:08:15
c. Questions @ 1:10:20
4. Employment in the Time of COVID and Other Issues Facing Employers Today by Susan Sperber (Lewis Roca Rothgerber Christie) @ 1:16:40
   a. Returning to the Workplace and the Renewed Emphasis in Safety in the Workplace @ 1:18:39
      i. State and federal law prohibit any retaliation against employees who raise safety concerns @ 1:21:03
      ii. Investigations are growing @ 1:22:23
   b. Remote Work and the Obligation to Accommodate @ 1:25:44
      i. ADA requires reasonable accommodations to those who are qualified individuals with a disability @ 1:26:57
      ii. No obligation to grant telework request simply because the employee is uncomfortable returning to work @ 1:27:08
      iii. Addressing requests for accommodation for employees who have been teleworking to this point are now being asked to return to work @ 1:28:01
      iv. Obligations under Colorado’s Safer at Home Order @ 1:33:06
   c. Paid Sick Leave @ 1:34:54
      i. Extension of FFCRA through the first quarter of 2021 @ 1:35:09
      ii. Colorado Healthy Family and Workplace Act Requirements @ 1:36:05
   d. COVID Vaccinations @ 1:41:10
   e. Other Vaccine Issues to Consider @ 1:46:51
      i. What is the business reason? @ 1:47:03
      ii. Who bears the cost (assuming vaccines are not otherwise free)? @ 1:47:39
      iii. Logistical issues @ 1:48:14
      iv. If an employee has an adverse effect, who bears that liability? @ 1:48:56
      v. Morale issues
      vi. Potential for state law limits on vaccine mandates @ 1:49:31
      vii. Incentivizing employees to obtain a vaccine as an alternative @ 1:50:43
   f. Questions @ 1:52:09
5. Colorado Nonprofits Corporate Considerations & Covid by Peter Schwartz (Davis Graham & Stubs) @ 1:56:12
   a. Spooky Action at a Distance @ 1:57:03
   b. Can I Click the Record Button? @ 1:58:36
   c. So I Need to Find an In-Person Notary – Or Do I? @ 1:58:59
   d. My Dog Ate My Pen, But My Mouse Still Works @ 1:59:31
   e. Other Fun Things to Worry About @ 2:00:14
February 19, 2020 CLE Outline (This video available for CLE home study credit here)

1. Introduction by Connie Talmage (Colorado Lawyers Committee) @ 0:09
2. Introduction by Sam Edwards (Holland & Hart LLP) @ 15:55
3. Employment Law by Mark Wiletsky (Holland & Hart LLP) @ 22:31
   a. Employee Relationship @ 23:30
      i. At-will employment @ 24:04
      ii. Contractual relationships @ 24:30
   b. Preparing for the Hiring Process @ 26:30
      i. Understand the organization’s needs @ 26:30
      ii. Understand the organization’s policies @ 26:45
      iii. Understand the nature of the position @ 27:46
      iv. Decide whether to look internally or externally, whether to post, advertise, use a temp agency, etc. @ 30:20
   c. Handbooks/Policies @ 31:01
      i. At-will employment/contract disclaimer @ 31:04
      ii. EEO policy @ 31:03
      iii. Vacation/time off @ 31:08
      iv. Things to watch out for and avoid @ 33:10
   d. Employee vs. Independent Contractor @ 34:02
   e. Effect of Misclassification on Workers @ 36:20
   f. Wage and Hour Law – FLSA @ 37:34
      i. Minimum wage @ 37:36
      ii. Overtime @ 38:44
         iii. “White Collar” exemptions @ 46:45
   g. Colorado Wage Law @ 39:25
   h. Federal Discrimination Laws @ 48:10
      i. Colorado Anti-Discrimination Law @ 48:26
   j. Discrimination and Harassment @ 49:01
   k. Hostile Work Environment @ 49:26
   l. Retaliation @ 50:07
   m. Pre-Termination Checklist @ 50:56
4. Broad Support for Access to Justice by Margaret Funk (Colorado Supreme Court, Office of Attorney Regulation Counsel) @ 54:32
   a. Colorado Oath of Admission @ 54:32
   b. Preamble: A Lawyer’s Responsibilities @ 55:57
   c. Regulatory Objectives @ 56:11
      i. Colo. RPC 6.1 @ 57:27
   d. Access to Justice @ 58:53
      i. Unbundled legal services @ 58:56
      ii. Modest means representation @ 59:42
      iii. Ghost writing @ 1:01:12
      iv. Pro bono representation @ 1:01:39
      v. Legal clinics @ 1:01:45
      vi. Legal nights @ 1:01:45
         1. Colo. RPC 6.5 @ 1:05:27
   e. Legal Information @ 1:02:30
   f. Legal Advice @ 1:03:06
i. Who may provide legal advice? @ 1:03:29

g. For Pro Bono Representation, What Rules Apply? @ 1:03:48
   i. Colo. RPC 1.2(c) @ 1:04:55
   ii. Colo. RPC 1.1 @ 1:07:55
   iii. Colo. RPC 1.3 @ 1:08:30
   iv. Colo. RPC 1.4 @ 1:09:58
   v. Colo. RPC 1.5 @ 1:11:22

h. Limited Scope in the Clinic Setting @ 1:05:35
   i. Parameters @ 1:06:24

i. Questions to Ask @ 1:08:56

j. You and Your Practice @ 1:12:14

k. Who is Your Advocate? @ 1:13:47

l. Lawyer Self-Assessment @ 1:15:43

m. What's Next? @ 1:16:44
   i. Providers of alternative legal services @ 1:16:52
   ii. Limited License Legal Technician/Navigator @ 1:17:12
   iii. Amending Rule 5.4 @ 1:18:02

5. **Risk Mitigation and Insurance by Joe Ramirez** (Holland & Hart LLP) @ 1:22:53
   a. Liability – Organization @ 1:23:51
   b. Liability – Directors & Officers @ 1:25:01
   c. Risk Management @ 1:25:57
      i. Risk transfer/Risk avoidance @ 1:28:32
      ii. Insurance @ 1:31:21
      iii. Contracts @ 1:30:05
   d. General Liability @ 1:36:34
   e. Directors & Officers @ 1:38:29
   f. D&O Liability Insurance @ 1:39:30
      i. Not just for publicly traded companies @ 1:39:35
      ii. Side A, B, & C coverage @ 1:40:25
      iii. Insured person often very broad @ 1:43:34
      iv. Claims made @ 1:44:21
      v. Covers broad damages
      vi. For wrongful acts
      vii. Not always duty to defend @ 1:46:15
      viii. Self-insured retention @ 1:48:30
      ix. Fraud & ill-gotten gains exclusions @ 1:47:16
   g. Professional liability @ 1:49:38
   h. Cyber @ 1:51:38
July 17, 2019 CLE Outline (This video available for CLE home study credit [here](#))

1. **Introduction by Connie Talmage** (Colorado Lawyers Committee) @ 0:00
2. **Introduction by Sam Edwards** (Holland & Hart LLP) @ 8:30
3. **Introduction to Tax Issues for Charitable Organizations by John R. Valentine** (Balson & Faix, LLP) @ 16:04
   a. Definitions @ 16:41
      i. Public Charity or Private Foundation @ 17:58
   b. Organized @ 21:01
   c. Operated @22:22
      i. Private Inurement and Intermediate Sanctions @ 22:28
      ii. Private Benefit @25:30
      iii. Lobbying @ 28:29
         1. Substantial Part Test @ 30:00
         2. Section 501(h) Test @ 30:25
      iv. Political Campaign Activity @ 31:41
      v. Unrelated Business Taxable Income @ 32:25
   d. Annual Returns @ 35:36
      i. Form 990 (or Form 990-EZ) and Form 990-PF @ 35:45
      ii. Exceptions @ 36:17
      iii. Form 990-N @ 38:04
      iv. Automatic Revocation @ 39:08
      v. Reinstatement @ 39:32
   e. Questions @ 40:15
4. **Ethical Issues for Attorneys Serving on Nonprofit Boards by Hon. Erika F. Houck Englert, Esq.** (Second Judicial District Court) @ 43:10
   a. Invitations to Lawyers on Boards of Nonprofit @ 43:25
   b. Ethical Cautions @ 44:50
      i. Clarify the Attorney’s Role @ 45:52
         1. Is the Attorney Acting as a Board Member or as an Attorney for the
            Entity? @ 46:16
         2. Is the Attorney Acting as Both Board Member and Attorney? @ 47:17
      ii. Clarify Capacity @ 50:35
      iii. Duty of Reporting Wrongdoing @ 51:53
      iv. Conflict of Interest and Loss of Independence @ 54:45
      v. Independent Professional Judgment @ 56:08
         1. Scenarios for Inherent Conflicts @ 58:07
      vi. Additional Conflicts @ 1:02:36
         1. Lawyer as a Witness @ 1:02:44
         2. Conflict Between Nonprofit Entity and a Third Party @ 1:03:10
            a. Examples @ 1:06:01
      vii. Conflict Waivers @ 1:09:33
      viii. Loss of Attorney-Client Privilege @ 1:10:38
         1. Examples @ 1:12:18
      ix. Competence @ 1:14:26
      x. Good Practices @ 1:16:00
   c. Questions @ 1:18:39
5. **Legal Issues in Fundraising by Katie Thomas** (Colorado Nonprofit Legal Center) @ 1:21:30
a. Raffles @ 1:22:15
   i. Definition @ 1:22:18
   ii. Raffle License Qualifications @ 1:24:10
   iii. Need to Know Items @ 1:25:42
   iv. Raffle Alternatives @ 1:31:52
b. Commercial Co-Ventures @ 1:36:20
   i. Definition @ 1:36:30
   ii. Alternatives @ 1:41:44
c. Matching Gift Campaigns @ 1:44:34
   i. Example @ 1:45:05
d. Sponsorships @ 1:48:27
   i. Qualified Sponsorship Payment @ 1:48:29
   ii. Substantial Return Benefit @ 1:49:26
   iii. Advertisements @ 1:51:48
February 27, 2019 CLE Outline (This video available for CLE home study credit here)

1. Introduction by Connie Talmage (Colorado Lawyers Committee) @ 0:00
2. Introduction by Sam Edwards (Holland & Hart) @ 8:36
3. Nonprofit Contracts by Russell Benjamin Hedman (Hogan Lovells US LLP) @ 12:53
   a. Commercial Contracting for Non-Profits @14:00
   b. Mindset & Themes @14:53
   c. Clarity, Clarity, Clarity
      i. Practical Thoughts @17:38
      ii. Capture the Deal @21:32
   d. Integration Clause @24:43
      i. Capturing the Whole Deal @28:26
      ii. Communications @28:25
   e. Termination for Breach @30:24
   f. Disputes- Setting Up for Success @33:15
   g. Disputes- Litigation vs Arbitration @37:13
4. Intellectual Property by Hao Wang (Hogan Lovells US LLP) @42:36
   a. IP Basics @42:39
      i. What is IP? @42:41
      ii. The Value of IP @43:23
      iii. Protecting IP @43:54
      iv. Patents @44:02
      v. Copyrights @44:14
      vi. Trademarks @44:26
      vii. Trade Secrets @44:45
      viii. Enforcement @45:00
   b. Your IP Development @46:35
      i. IP Development Scenarios @46:36
      ii. How is IP Created? @47:35
      iii. Employee-Created IP @47:53
      iv. Contractor-Created IP @50:17
      v. Want to Obtain and Protect IP Rights? @51:21
      vi. Is Data IP? @51:54
   c. IP Development Agreements @53:06
      i. “Present” Assignments @53:18
      ii. Employee IP Agreements @54:54
      iii. Contractor IP Agreements @57:00
      iv. Common Forms of IP Development Documents @1:00:08
      v. IP in Development Contracts @1:01:46
   d. Practical Tips @1:02:08
      i. Best Practices @1:02:16
   e. Questions @1:05:00
5. Social Enterprise, Transactions & Co-ventures/Nonprofit Events (Contributions; Liquor, Raffle, and Gaming Licensing) by Carolyn S. Powell (MCR Development/Association of Corporate Counsel- Colorado Chapter) @ 1:09:40
   a. Importance of Joining a Non-Profit Board @1:10:11
   b. Fundraising Events- Pitfalls and Best Practices @1:11:16
      i. Liquor Licensing @1:11:25
ii. Raffling and Gaming Licensing @1:17:17
iii. In Kind Contributions @1:20:07

c. Social Enterprise- Pitfalls and Best Practices @1:25:49
   i. Board Involvement/Approval vs. Staff decision @1:27:10
   ii. Relationship to Mission @1:28:11
   iii. Choice of Entity @1:29:05
   iv. State Registration for Sales @1:37:16
   v. Leasing and Zoning Requirements @1:38:15

d. Questions @1:39:55

6. Corporate Governance/ Board Composition & Onboarding by Eric L. Hilty (National Multiple Sclerosis Society) @ 1:45:13
   a. Non-Profits are Fun @1:45:30
   b. The Foundation @1:46:25
      i. Colorado Revised Non-Profit Corporation Act 7-121 through 137 @1:47:02
   c. Fiduciary Duties @1:49:25
      i. Duty of Care @1:50:01
      ii. Duty of Loyalty @1:50:47
      iii. Duty of Obedience @1:51:22
   d. Officers @1:52:04
   e. Other Required Policies @1:53:04
   f. Role of Board @1:52:11
   g. Strategic Planning Process @2:00:01
   h. Committee Structure @2:02:20
      i. Best Practices Conflict of Interest @2:04:08
      j. Best Practices- Financial Review @2:07:14
   k. Board Recruitment @2:10:03
   l. Board Member Orientation @2:11:00
   m. Ongoing Board Engagement @2:12:01
   n. Board Assessment @2:12:59
   o. Board/ED Relationship @2:13:33
   p. Executive Director Review @2:14:10
   q. Succession Planning @2:15:25
      i. Board @2:15:30
      ii. Executive Director @2:16:00
July 25, 2018 CLE Outline

1. Introduction by Connie Talmage (Colorado Lawyers Committee) @ 0:00
2. Welcome remarks by Ryan Thurber (Polsinelli) @ 0:57
3. Introduction by Sam Edwards (Holland & Hart LLP) @ 14:17
4. Overview of Intellectual Property by Taryn Elliott (Polsinelli) @ 19:19
   a. Patents @20:35
      i. Design Patents @ 21:03
      ii. Utility Patents @ 22:57
      iii. Plant Patents @ 24:20
      iv. Foreign Patents @ 24:31
      v. Processing of Patent Applications @ 25:43
      vi. Actions to Avoid @ 28:58
      vii. When to File @ 30:04
      viii. Patentability v Infringement @ 31:33
   b. Trademarks @ 34:08
      i. Eligibility @ 34:44
      ii. Mark Strength @ 35:05
      iii. Trade Dress @ 35:50
      iv. Acquiring Trademark Rights @26:51
      v. Applying for a Trademark @ 37:35
      vi. Benefits of Registration @ 39:17
      vii. How the Rights in a Mark are Lost @ 40:12
   c. Copyrights @ 41:44
      i. Exclusive Rights @ 42:49
      ii. Duration @ 43:00
      iii. Registration @ 43:15
      iv. Works Made for Hire @ 44:58
   d. Trade Secrets @ 45:37
      i. Ways to Protect 46:05
5. Nonprofit Advocacy, Lobbying, and Political Activity by Renny Fagan (Colorado Nonprofit Association) @ 51:20
   a. Advocacy and Policy Change Tactics @ 52:46
   b. Introduction to Lobbying @ 55:10
   c. 501(c)(3)- Lobbying Rules @ 57:15
   d. Insufficient Part vs Expenditure (501h) @ 58:39
   e. 504(h) Election @ 59:10
   f. Direct and Grassroots Lobbying @ 1:03:32
   g. What is Not Lobbying? @ 1:04:08
   h. Colorado Lobbying Rules @ 1:06:13
      i. Colorado Ethics: Amendment 41 @ 1:09:18
      j. Political Activity Rules @ 1:12:11
      k. Lobbying Resources @ 1:17:24
6. Keeping Volunteers and Interns Unpaid by Gillian McKean Bidgood (Polsinelli) @ 1:24:55
   a. Does the FLSA apply? @ 1:27:56
   b. What is a volunteer? @ 1:30:49
   c. What does the U.S. Supreme Court say? @ 1:32:22
   d. What does the DOL say? @ 1:33:16
e. When does a volunteer displace? @ 1:35:48  
f. What about volunteer stipends? @ 1:37:00  
g. What to do about volunteers? @ 1:41:35  
h. Can unpaid interns fill the void? @ 1:45:00  
i. What is an intern? @ 1:45:56  
j. What to do about unpaid interns? @ 1:48:46

7. **Some Traps and Trends in Fundraising by Marla J. Williams** (Community First Foundation) @ 1:50:26  
a. Some Traps for the Unwary @ 1:52:00  
b. Colorado Charitable Solicitations Act @ 1:52:35  
c. What’s the Charitable Donation Value of the Buyer’s Payment? @ 1:57:10  
d. Public Charity vs Private Charity @ 2:08:42  
e. Some Notable Trends @ 2:14:50  
f. The New Tax Law @ 2:14:54  
g. Strategies to Consider @ 2:19:00
February 28, 2018 CLE Outline

1. **Introduction by Connie Talmage** (Colorado Lawyers Committee) @ 0:00
2. **Introduction by Peter Schwartz** (Davis, Graham & Stubbs) @ 13:38
3. **Duties and Responsibilities of Directors of Non-Profit Boards in Colorado by Sam Edwards** (Holland & Hart) @ 15:07
   a. Legal Duties: General Guidelines @ 18:07
   b. Legal Duties: Duty of Care @ 19:06
   c. Duty of Care: Best Judgment Rule @ 23:29
   d. Duty of Loyalty @ 23:52
   e. Duty of Obedience @ 29:04
   f. Trustees: A potential higher duty @ 30:30
   g. Conflicts of Interest @ 32:13
   h. Conflicts Under Corporate Law @ 34:00
   i. Excess Benefit Transactions @ 35:54
   j. Self-Dealing and Disqualified Persons @ 40:25
   k. Best Practices to Consider @ 44:07
   l. Best Practices for Conflicts @ 45:23
4. **Commercial Leasing for Nonprofits 101 by Gretchen Miller Busch** (Faegre Baker Daniels) @ 50:30
   a. Commercial Leasing @ 54:50
   b. Context and Leverage @ 57:57
   c. Leases @ 1:01:35
   d. Key Lease Terms @ 1:03:35
   e. Critical periods in the Life of a Lease or Sublease @ 1:07:55
   f. Lease Review Process @ 1:12:20
   g. Issues Specific to Subleases @ 1:16:45
   h. Master Lease Review @ 1:18:20
5. **Solving the Worker Classification Puzzle by Thomas Carroll** (Faegre Baker Daniels) @ 1:20:05
   a. Independent Contractors @ 1:23:10
   b. Exempt vs. Nonexempt @ 1:42:17
   c. Volunteers @ 1:50:32
   d. Interns @ 1:51:17
6. **An Overview of Legal Marijuana by Tom Downey** (Ireland Stapleton Pryor & Pascoe) @ 1:53:55
   a. Federal/State law Conflict @ 1:55:55
   b. Federal Enforcement @ 1:57:04
   c. The Marijuana Industry @ 2:01:30
   d. Potential Re-Regulation @ 2:09:10
   e. Federal Money Laundering Law @ 2:11:20
   f. Federal Policy of Non- Enforcement @ 2:12:10
   g. How Clients Can Protect Themselves @ 2:15:46
   h. Marijuana Business Donation Risk/Decision Spectrum @ 2:16:25
July 26, 2017 CLE Outline

1. **Introduction by Connie Talmage** (Colorado Lawyers Committee) @ 0:00
2. **Introduction by Peter Schwartz** (Davis Graham & Stubbs) @ 10:31
3. **Employment Law Overview Mark Wiletsky** (Holland & Hart) @ 13:42
   a. Employee Relationship @ 14:19
   b. Employee vs. Independent Contractor @ 16:39
   c. Effect of Misclassification on Workers @ 19:20
   d. Wage and House Law – FLSA @ 20:49
   e. Colorado Wage Law @ 26:42
   f. White Collar Exemptions @ 28:25
   g. Federal Discrimination Laws @ 30:16
   h. Colorado Anti-Discrimination Law @ 32:22
   i. Discrimination and Harassment @ 33:14
   j. Hostile Work Environment @ 35:18
   k. Retaliation – What is “Protected Activity”? @ 37:06
   l. Preparing for the Hiring Process @ 40:18
   m. Questions @ 43:55
4. **Cyber Risk Mitigation Through Insurance by Katie Varholak** (Sherman & Howard) @ 46:07
   a. The Threat Is Real @ 47:13
   b. Nonprofits Are Not Exempt @ 48:24
   c. Sources of Vulnerability @ 50:26
   d. Exposure @ 52:11
   e. Risk Mitigation @ 54:06
   f. Internal Risk Management @ 54:53
   g. External Risk Management @ 57:05
   h. Cost Management Response Plan @ 59:55
   i. “Standard Insurance” Unlikely to Cover Cyber Risk @ 1:01:14
   j. Specialized Cyber Policies @ 1:04:55
   k. How To Select A Policy @ 1:06:24
   l. What Should Be Covered 1:08:48
   m. Incident Response @ 1:09:36
   n. Notification 1:11:31
5. **Intellectual Property by Trent Martinet** (Davis Graham & Stubbs) @1:12:52
   a. Intellectual Property (IP) @ 1:15:15
   b. Trademarks and Service Marks @ 1:16:03
   c. Next Steps @ 1:25:34
   d. Copyright @ 1:37:48
   e. Trade Secrets @ 1:43:25
   f. Patents @ 1:46:13
   g. IP in Employment and Contractor Agreements @ 1:48:13
6. **The Rise of Sexual Liberty Rights by Stuart Lark** (Sherman & Howard) @ 1:49:50
   a. Background: 1987 @ 1:52:15
   b. Landscape in 1987 @ 1:53:17
   c. 1992: Colorado Amendment 2 @ 1:54:47
   d. 1996: Justice Kennedy on Amendment 2 @ 1:55:24
   e. 1996: Bill Clinton Signs Defense of Marriage Act @ 1:56:02
   f. 2003: Justice Kennedy on Sodomy Laws @ 1:56:54
g. 2003 to 2009: Revelation of Ted Haggard and Others @ 1:57:12
h. 2008: Mormon Support for Denying Same-Sex Marriage @ 1:59:34
i. 2009: Modern Family @ 2:00:27
j. 2013: Supreme Court Oral Arguments @ 2:01:21
k. 2013: Justice Kennedy on DOMA @ 2:02:14
l. 2015: Justice Kennedy on Right to Same-Sex Marriage @ 2:03:05
m. 2016: Obama on “Sex” @ 2:04:47
n. 2017: Laws Protecting Sexual Liberty @ 2:05:59
o. Sexual Liberty Challenges @ 2:07:32
p. A Lawyer’s Perspective @ 2:11:33
1. **Introduction by Connie Talmage** (Colorado Lawyers Committee) @ 0:00
2. **Introduction of Speakers by Peter Schwartz** (Davis Graham & Stubbs) @ 9:40
3. **Issues for 501(c)(3) Organizations: Unrelated Business Taxable Income Commercial Ventures by Gregory Berger** (Brownstein Hyatt Farber Schreck) @ 12:06
   a. Taxation of 501(c)(3) Organizations @ 14:05
   b. Unrelated Business Taxable Income @ 15:15
   c. Unrelated Trade or Business @ 15:31
   d. Regularly Carried On @ 17:49
   e. Not Substantially Related @ 20:28
   f. Exceptions from UBTI @ 24:21
   g. Volunteer Exception @ 25:26
   h. Donations Exception @ 26:03
   i. Low Cost Articles Exception @ 26:17
   j. Other Exceptions @ 27:45
   k. Qualified Sponsorship Payments @ 28:19
   l. Qualified Acknowledgement @ 29:55
   m. Royalty Income @ 30:56
   n. Commercial Co-Ventures @ 32:38
   o. Questions @ 35:30
4. **Employment Law Overview by Mark Wiletsky** (Holland & Hart) @ 38:39
   a. Employee Relationship @ 40:08
   b. Employee vs. Independent Contractor @ 43:17
   c. Effect of Misclassification on Workers @ 48:15
   d. Wage And Hour Law – FLSA @ 49:36
   e. Colorado Wage Law @ 55:04
   f. Update: White Collar Exemptions @ 56:56
   g. Federal Discrimination Laws @ 57:51
   h. Discrimination and Harassment @ 1:02:46
   i. Hostile Work Environment @ 1:03:04
   j. Retaliation – What is “Protect Activity”? @ 1:03:36
   k. Preparing for the Hiring Process @ 1:03:59
   l. Pre-Termination Checklist @ 1:04:23
   m. Questions @ 1:05:12
5. **Nonprofit Contract Issues by Sam Edwards** (Holland & Hart) @ 1:08:43
   a. Common Nonprofit Legal Agreements @ 1:10:26
      i. Photo Release @ 1:10:50
      ii. Liability Waivers @ 1:17:56
      iii. Fiscal Sponsor Agreements @ 1:26:07
      iv. Memoranda of Understanding @ 1:31:20
   b. Questions @ 1:33:51
6. **Directors, Officers, and Fiduciary Duties by Kevin Cudney** (Brownstein Hyatt Farber Schreck) @ 1:35:36
   a. Agenda @ 1:36:15
   b. Who Needs A Board of Directors? @ 1:37:01
   c. Board Basics @ 1:39:13
   d. Board Composition @ 1:40:11
e. Terms @ 1:41:30
f. Role of the Board @ 1:43:20
g. Fiduciary Duties @ 1:45:54
h. A Duty of Care – A Closer Look @ 1:49:57
i. Duty of Loyalty – A Closer Look @ 1:51:15
j. How Do Boards Take Action? @ 1:51:37
k. Board Liability @ 1:53:53
l. Limiting Board Liability @ 1:55:06
m. Director & Officer Insurance Coverage @ 1:56:42
n. Board Agreements @ 1:58:23
o. Officers @ 2:00:15
p. Questions @ 2:02:13
July 12, 2016 CLE Outline

1. **Introduction by Connie Talmage** (Colorado Lawyers Committee) @ 0:11
2. **Introduction by Peter Schwartz** (Davis Graham & Stubbs) @ 2:22
3. **Nonprofit Formation and Corporate Issues by Sam Edwards** (Holland & Hart) @ 4:46
   a. Formation of Non-Profit Corporation in Colorado @ 10:33
      i. Articles of Incorporation - Purpose @12:50
      ii. Articles of Incorporation - Required Provisions @15:29
      iii. Articles of Incorporation - Optional Provisions @16:18
      iv. Articles of Incorporation - Tax Provisions @ 17:09
      v. Bylaws @ 18:57
      vi. Articles & Bylaws – Drafting Considerations @ 21:10
      vii. Articles & Bylaws – Drafting Considerations Multi-Level Affiliated Organizations @ 23:44
      viii. Member Rights @ 30:38
      ix. Members – Benefits and Drawbacks @ 31:52
      x. Registered Agent @ 34:05
      xi. Conflicts of Interest @ 34:23
      xii. Advantages/Disadvantages of Nonprofit Corporations @ 34:53
      xiii. Other Structure Options @ 35:40
      xiv. Initial Operational Matters @ 35:43
   b. Questions @ 37:06
4. **Employment Law Overview by Steven Collis** (Holland & Hart) @ 44:24
   a. New DOL Overtime Rule: What Employers Need to Know @ 44:46
   b. “What happened?” New Overtime Rules @ 49:45
   c. Federal Wage Law Under FLSA @ 50:25
   d. When Do The New DOL Rules Take Effect? @ 50:45
   e. Key Provisions of New Rules @ 51:00
   f. Other Key Provisions @ 53:03
   g. Duties Tests @ 53:26
   h. White Collar Exemptions – A Quick Refresher @ 53:54
      i. Executive Exemption @ 55:12
      ii. Administrative Exemption @ 55:54
      iii. Professional Exemption @ 56:58
      iv. Highly Compensated Employees @ 57:34
      v. Other Common Exemptions @ 58:36
   i. New DOL Overtime Rule Is Coming – What Should I Do? @ 58:55
   j. Additional Resources @ 1:05:17
   k. Employee Relationship @ 1:07:40
   l. Retaliation – What is “Protected Activity?” @ 1:09:31
   m. Questions @ 1:10:34
5. **Intellectual Property Fundamentals by Lindsay Silber** (Holland & Hart) @ 1:13:16
   a. Types of Intellectual Property @ 1:15:22
      i. Trademarks @ 1:16:27
      ii. Copyrights @ 1:21:50
      iii. Patents @ 1:25:57
      iv. Domain Names @ 1:26:58
      v. Trade Secrets @ 1:27:53
      vi. IP Agreements @ 1:29:00
b. Questions @ 1:30:56

6. **Introduction to Tax-Exempt Organizations by John Valentine** (Davis Graham & Stubbs) @ 1:35:20  
   a. Nomenclature @ 1:35:30  
   b. Organized and Operated @ 1:40:35  
   c. Organized @ 1:41:02  
   d. Operated – Private Inurement @ 1:42:30  
   e. Operated – Lobbying @ 1:46:47  
   f. Operated – Political Campaign Activity @ 1:51:22  
   g. Operated – Unrelated Business Taxable Income @ 1:52:12  
   h. Form 990/990-F @ 1:55:08