



Monday, October 19
9:00 am–10:30 am

601 Making the Best Use of In-house Paralegals

Toni Marsh
Director, Paralegal Studies Program
The George Washington University

Faculty Biographies

Toni Marsh

Toni Marsh is the director of the George Washington University paralegal studies master's degree and graduate certificate programs, which comprise an on-campus degree and a fully online degree, and which she designed and launched. Professor Marsh designed and launched the program and is a professor of American jurisprudence and legal writing. Professor Marsh's responsibilities include designing and assessing curriculum in response to stated and demonstrated needs of the legal community, counseling and placing students and graduates into legal positions, and monitoring trends in the market.

Prior to joining GW, Professor Marsh designed and launched the paralegal studies program at the University of North Carolina at Charlotte, taught in the paralegal studies program at Georgetown University, where she managed the ABA approval process, and practiced law.

She currently serves on the advisory board of the Organization of Legal Professionals, the editorial board of Know Magazine, and is an active member of the National Capital Area of Paralegal Associations, the International Paralegal Management Association, and the American Association for Legal Education, where she is a frequent presenter, and does pro bono work for the District of Columbia Superior Court Family Law Self Help Center.

Professor Marsh received a BA from Cleveland State University and a JD from Cleveland-Marshall College of Law.

MAKING THE BEST USE OF IN-HOUSE PARALEGALS

TONI MARSH, J.D.

**DIRECTOR, THE GEORGE WASHINGTON UNIVERSITY PARALEGAL STUDIES PROGRAMS
WASHINGTON DC**

In-house counsel who have worked with great paralegals know that they save money, save time, and help an office run right. Come to this session and learn about the many benefits that the savvy use of paralegals can bestow. We'll cover how using paralegals lowers costs, increases productivity and enhances job satisfaction for the attorneys and the paralegals. We'll also present a number of successful models and engage in hands-on exercises.

INTRODUCTION

There is widespread agreement among government agencies, including the United States Bureau of Labor Statistics, law office management consultants, managing partners, paralegal managers, and legal experts that the savvy use of paralegal professionals increases productivity, reduces legal costs, saves time, and increases the quality of life for everyone in the law office. This is true whether the law office is a large, medium, or small private law firm, a government agency, or a corporate legal department.

Corporate lawyers manage paralegals regularly¹; mastering that skill will ensure professional success in addition to all the other benefits listed.

LEARNING OBJECTIVES

After this session, participants should be able to:

- Cite the reasons the savvy use of paralegals reduces costs, increases profitability, saves time, and increases quality of life
- List the tasks paralegals can and should perform
- Recognize opportunities in their practices to delegate tasks to paralegals
- Survey their practices to gauge whether they are maximizing the use of paralegals
- Delegate tasks to paralegals
- Manage paralegals effectively
- Prevent the unauthorized practice of law in their offices

- Managing paralegals properly means delegating appropriate tasks
 - Save money
 - Save time
 - Encourage greater productivity and competence among the paralegals and attorneys
 - Ensure smooth, efficient operation

¹ An unscientific survey of several job search sites reveals approximately 50% of all job listings for corporate counsel positions contain references to managing paralegals.

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Promote job satisfaction
Enhance lawyers' and paralegals' lifestyles

WHY USE PARALEGALS?

Money

Average Annual Salaries

Paralegals – \$43,040²

Corporate Counsel – \$123,968³

General Counsel – \$162,549⁴

Time

Professional satisfaction for paralegals

Interesting work makes paralegals perform better

Empowering paralegals causes them to raise their performance to your expectations

As paralegals perform more work more often they acquire more professional competence

Proper division of labor

Allow lawyers to do what they do best

Do not burden lawyers with tasks they needn't perform

Increased communication

Among parties

Between lawyers and client

Between lawyers and courts

Interoffice

Quality of life for all

Lawyers free to perform lawyers' tasks

Paralegals have increased challenge and professional satisfaction

Lawyers have more time

Client has lower legal costs, better results

² United State Bureau of Labor Statistics Occupational Outlook Handbook 2008-2009

³ Association of Corporate Counsel

⁴ Ibid.

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WHAT DO PARALEGALS DO?

Survey of class

What do paralegals do in participants' offices?

Class exercise

How can we increase paralegal use in our offices?

WHAT SHOULD PARALEGALS DO?

In-house paralegals

Research

Sample syllabus

Sample assignment

List of print and electronic resources paralegals have mastered

Drafting

Sample syllabus from legal writing, other courses that require writing

Sample assignment

List of documents drafted

Corporate governance

Outside paralegals*

Litigation

List of tasks involved in litigation

Indicate which of those tasks paralegals can perform

*Corporate counsel who manage outside counsel should insist that outside counsel utilize paralegals as much and as efficiently as possible. Use your in-house paralegals to monitor and manage outside paralegals.

PREVENTING THE UNAUTHORIZED PRACTICE OF LAW

Definition: Exercising independent judgment on a legal matter so as to change the legal position of a layperson

Lawyers should monitor, supervise, and sign off on every piece of work that leaves the office and has the potential to affect laypeople.

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LEGAL RESEARCH AND WRITING SYLLABUS
THE GEORGE WASHINGTON UNIVERSITY PARALEGAL STUDIES PROGRAM

Course Description

Legal Research and Writing is the cornerstone of legal work. As paralegals, you will be expected to know how to identify and retrieve cases, statutes, and other materials that will help an attorney evaluate a client's legal situation. Sometimes we will tell you exactly which documents to retrieve; sometimes you will have to search through indexes and treatises to identify relevant documents. This course will cover both retrieval and research, through print resources and online resources. In addition to becoming familiar with major legal databases and expansive sets of books, you will learn about the use of law libraries, our legal system, and how to develop cost-effective research strategies.

Topics Include:

Federal and state courts, court reporters, The Bluebook, online legal databases, cost-effective online research, digests, secondary sources, cite-checking, dockets, practice guides, statutes, regulations, legislative history.

Course Objectives

By the end of this course, students will know how to:

- * Locate legal documents (e.g. statutes, codes, administrative rules, court decisions, litigation documents) using print and electronic resources
- * Differentiate between persuasive and authoritative sources of law, and between primary and secondary legal resources
- * Perform topical legal research using digests, legal encyclopedias, library catalogs, periodical databases and other secondary sources
- * Formulate sound legal research strategies, showing regard for cost-efficiency and time-efficiency
- * Write clear and concise legal memoranda using proper Bluebook citation

The Jacob Burns Law Library

You will have access to the Jacob Burns Law Library (716 20th St. NW) for the duration of the course. The reference librarians can help you locate specific materials in the library, but will not provide instruction on how to conduct legal research (i.e. they will not tell you which materials you need to use, or how to use them). Please contact me with questions regarding the selection and use of legal research materials.

LexisNexis and Westlaw training

In the second and third class meetings, you will receive Lexis and Westlaw training.

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CALI Lessons

Students will be given access to the website for the Center for Computer Assisted Legal Instruction (CALI). Some CALI lessons will be recommended during the course. They are offered as supplements to the required materials, but are not required.

Debate Assignments

During the semester, students will be assigned to take part in structured, online debates. The class will be divided into groups, and each group will be assigned to argue either the pro or con side of an issue. Team assignments, topics, and requirements for each debate will be provided. These debates are the only work that is to be done collaboratively during the course. All other assignments are to be completed individually.

Class Meetings and Agenda

Introduction; Courts and Court Reporters; The Bluebook

Explain course structure and expectations; Show and explain the parts of a court decision; Learn about the structure of the federal and state judiciary and how decisions are published; Distinguish between primary and secondary sources, and between binding and persuasive sources; Citing cases in proper Bluebook format

LexisNexis and Westlaw Training

Choosing cost-effective databases; Composing search queries

Legal Writing: Briefing Cases and the IRAC method

Write concise and clear summaries of court opinions; Identify legal issues raised in court opinions

Assignments: Case briefing exercise; Bryan Garner video

Searching for Case Law; Digests and the Key Number System

Using digests to locate cases by subject and jurisdiction

Citators

Using citators to determine the validity of court opinions; Use citators to find related materials

Statutory Law

Explain the legislative process; Compare official and unofficial statutory sources; Locate relevant codified sections; Cite statutes in correct Bluebook format

Legal Writing: Closed Memo

Writing an intra-office memo summarizing case law on a given issue

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Secondary Sources – Encyclopedias, ALRs, Restatements, and Uniform Laws

Use legal encyclopedias and ALRs to find interpretations of law and relevant primary and secondary material. The use of Restatements as persuasive authority

Secondary Sources – Law Reviews, Newsletters, Treatises, Topical Reporters, and Indexes.

The uses of treatises, hornbooks, nutshells, and articles. Using indices and catalogs to locate secondary materials

Legal Writing: Open Memo

Incorporate primary and secondary sources of law into a thorough examination of a legal topic.

Legislative History

Explain the value of legislative history. Compile a legislative history of a bill or statute.

Administrative Law

Explain the role of administrative law and the Administrative Procedures Act; Using the Federal Register and the Code of Federal Regulations, including finding aids and list of sections affected

Dockets and Filings; Court Rules; Form Books; Practice Guides

Searching and reading court dockets; Using form books to compose routine legal communications; Identifying relevant practice guides both in print and online

Legal Writing: Open Memo

Review source gathering and first draft

**SAMPLE LITIGATION ASSIGNMENTS
THE GEORGE WASHINGTON UNIVERSITY PARALEGAL STUDIES PROGRAMS**

Draft a Complaint

Draft an Answer

Draft a Motion for Preliminary Injunction

Draft a set of interrogatories, requests for admission, requests for production of documents and things

Draft a trial brief

Compile a trial notebook – on paper and online

Prepare an affidavit, a summons, a praecipe, a certificate of service

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WHAT PARALEGALS DO (AND WHAT LAWYERS SHOULDN'T DO)⁵**GENERAL**

- Conduct interviews w/clients to gather background info
- Correspond w/clients, counsel, & others on factual matters
- Inform client periodically of case/matter status
- Draft pleadings & documents
- Organize & maintain forms & client files
- Index or summarize documents or transcripts
- Assemble & analyze records from courts or agencies relevant to a case or client
- Keep track of & report any pending legislation that may affect clients
- Prepare clients for court hearings
- Assist in administering law library
- Review legal periodicals & material relevant to a specialty area of law
- Maintain current binders of court rules
- Maintain calendar or tickler system
- Administer paralegal program
- Research law, including procedural, administrative, or case law

BUSINESS/CORPORATE

- Check availability & reserve corporate name
- Draft & file Articles of Incorporation
- Complete & file qualification of foreign corporations
- Obtain good standing certificates from Secretary of State
- Draft bylaws
- Draft notices & minutes, or consents of organization meeting
- Draft Subscription Agreements
- Issue & transfer stock, prepare stock certificates & shareholder registers, & prepare & maintain analyses & charts of outstanding securities
- Draft banking resolutions
- Draft Shareholder Agreements
- Prepare necessary documents for opening of corporate bank account
- Draft Employment Agreements
- Complete & file assumed name certificates
- Complete & file Election by Small Business Corporation & subsequent shareholders consents to such election
- Complete & file Application for Employer Identification Number
- Complete & file Application for Workers' Compensation
- Notify State Tax Commission of stock book location
- Prepare & file DISC elections
- Complete & file Application for Unemployment Insurance
- Complete & file Application for Employer Withholding Tax Registration
- Complete & file application for appropriate licenses to operate specific businesses

⁵ The LawCost Management Group

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- ___ Complete & file trade name applications, copyright applications, & financing statements
- ___ Order minute book, stock book, & seal
- ___ Draft & file application for proper licensing when forming professional or special purpose corporation
- ___ Draft response to auditors' request for info
- ___ Prepare & file annual reports
- ___ Maintain a tickler system for annual meetings
- ___ Draft notices, proxy materials, ballots, affidavits of mailing, agendas for annual meetings & special meetings
- ___ Draft resolutions to be considered by directors
- ___ Draft oaths & reports of judges of election for annual meeting
- ___ Draft shareholders' & directors' minutes
- ___ Draft written consents in lieu of meetings
- ___ Draft documents & correspondence necessary to effect dissolution & liquidation, consolidating merger & sale of substantially all of the assets of corporations
- ___ Draft stock option plan, maintain stock option registers & related charts
- ___ Collect info, draft documents & correspondence necessary to adopt qualified profit sharing & pension plans & related trust agreements & other documents Submit such materials to IRS for determination letters
- ___ Draft & organize closing documents on corporate acquisitions
- ___ Draft lease agreements
- ___ Draft Articles of Merger or Consolidation, Plan of Merger or Consolidation
- ___ Draft closing checklists & closing memoranda
- ___ Prepare closing files & assist in closing
- ___ Draft articles of dissolution
- ___ Perform due diligence investigation
- ___ Compile & index documents in corporate transactions
- ___ Draft partnership agreements & amendments
- ___ Draft statements of partnership & certificates of limited partnership
- ___ Draft certificates of amendment to certificates of limited partnership
- ___ Prepare & publish Notice of Substance of Certificates of General & Limited Partnership
- ___ Draft minutes of partnership meetings
- ___ Draft non-competition agreements for selling partners
- ___ Draft Agreement for Dissolution of Partnership
- ___ Draft & publish Notice of Termination of Partnership (or Continuation of Successor Business)
- ___ Draft certificates or cancellation of certificates of limited partnership
- ___ Draft & file trade name documents & amended trade name documents
- ___ Draft analysis in connection w/tax planning & draft state & federal tax returns & prepare for audit
- ___ Prepare documents for qualification to do business in foreign jurisdictions
- ___ Prepare necessary documents to amend & restate Articles of Incorporation & amend bylaws
- ___ File & terminate UCC Financing Statements w/state & county offices
- ___ Search state & county offices for federal tax liens, UCC filings, deeds, mortgages, & judgments
- ___ Prepare & file DBAs, certificates of trade names, & certificate of assumed names w/the

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appropriate state office

- Prepare & file governmental applications & reports
- Collect info from & verify filings w/the Secretary of State & other state & local agencies
- Change registered office or agent
- Prepare reports to the Securities & Exchange Commission (SEC) & New York Exchange
- Obtain info for SEC & other public agencies
- Attend corporate meetings
- Prepare & maintain corp records of subsidiaries, along w/minutes of all incentive compensation plan committees
- Follow up trademark & patent searches w/Trademark Counsel
- Maintain & file Abandon Property reports (escheat laws) w/all states
- Prepare Blue Sky survey & Blue Sky forms & other documentation relating to public & private sale of securities
- Research facts (eg public library, newspaper files, financial publications)
- Research statutes
- Prepare Summary Plan Description

LITIGATION

- Draft complaint & bill of particulars
- Draft answer and/or other defensive pleadings
- Draft interrogs, requests for admission, requests for production of documents, & requests for examination
- Review client files, & gather & organize factual data
- Conduct or supervise fact investigation
- Respond to interrogatories, requests for admission, & production of documents
- Review, index, gather, & summarize documents produced by opposing & third parties
- Examine premises, locations, & objects; take notes and/or photographs
- Draft discovery motions
- Locate, interview, & obtain witness statements
- Arrange for expert witnesses, interview, & prepare written reports
- Work directly w/experts, consultants, & witnesses regarding case & prepare them for trial
- Coordinate projects
- Arrange for outside investigator
- Obtain & examine public records
- Prepare & serve subpoena duces tecum
- Prepare summons & service of process
- Draft deposition questions & prepare deposition outline
- Review & assemble documents to be used in deposition
- Prepare witnesses for deposition
- Arrange for court reporter & determine need for computerized transcript
- Attend depositions, take notes, & organize exhibits
- Maintain personal injury plaintiff file incl contact w/carrier, client, health care provider, & employer
- Index & summarize depositions & exhibits
- Follow up after depositions, & index deposition exhibits
- Obtain, review & analyze medical records

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- ___ Do medical research
- ___ Compile records of patent of product, history, & info regarding similar products
- ___ Conduct medical & technical literature searches, ie, analysis of mats & preparations of report synopsis
- ___ Attend, supervise, or monitor product, accident or vehicle inspection
- ___ Obtain, review, & organize damage info; calculate damages (medical costs, lost wages, property damages); prepare, maintain, & update damage summaries
- ___ Prepare settlement brochures in personal injury cases (Involves assembling info on the history of plaintiff, the nature & effect of injuries, defects of products in product liability cases, & damages)
- ___ Obtain factual info regarding products, companies, individuals from various government agencies, resource facilities, & so forth
 - ___ Analyze & summarize factual info
 - ___ Prepare medical notebooks
 - ___ Prepare statistical & factual memoranda
 - ___ Prepare market surveys & gather industry statistics
 - ___ Draft affidavits
 - ___ Arrange for extensions of time by telephone, letter, and/or motion
 - ___ Draft demand letters, subpoenas, & commissions to take out-of-state depositions
 - ___ Trace documents & other physical evidence
 - ___ Develop info retrieval systems, including computerized systems
 - ___ Supervise computerized or other system
 - ___ Draft legal memoranda and/or briefs
 - ___ Review briefs for accuracy of factual info
 - ___ Check cites and/or Shepardize & proofread briefs
 - ___ Coordinate arrangements w/local vendors regarding equipment, space, & supply requirements, & coordinate witnesses & experts, especially in out-of-town trials
 - ___ Prepare, organize, & mark trial exhibits
 - ___ Prepare exhibit list & monitor exchange of exhibits
 - ___ Prepare trial notebooks & witness files
 - ___ Draft list of documents & testimony to use in impeaching opposition witnesses
 - ___ Draft pretrial statements & settlement conference memoranda
 - ___ Obtain jury list & biographical info on jurors
 - ___ Draft jury instruction & voir dire
 - ___ Conduct teleconferences to schedule court appearances
 - ___ Develop dossiers on adverse experts
 - ___ Coordinate witness attendance at trial
 - ___ Prepare charts, graphs, & demonstrative exhibits for use at trial
 - ___ Attend trial, noting developments of case, reactions of jurors, witnesses, & opposing counsel during trial
 - ___ Maintain list of exhibits as mentioned, offered, admitted, or objected to
 - ___ Draft cost bill
 - ___ Prepare settlement calculations
 - ___ Prepare comparative analysis of terms for potential settlement agreements
 - ___ Attend settlement conferences w/attorney & client
 - ___ Draft settlement documents, including releases & dismissals
 - ___ Draft notice of appeal

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- ___ Prepare record on appeal
- ___ Organize appendix for appeal brief
- ___ Order hearing transcripts & prepare recap or outline of transcripts
- ___ Set up time for filings
- ___ Prepare releases, settlement documents, & entries of dismissal or satisfaction

LITIGATION ASSISTANT

- ___ Conduct initial interview w/client & obtain necessary background info
- ___ Correspond w/client about case status & preparation
- ___ Maintain litigation docket; read legal publications for setting & proceedings in the case
- ___ Review/summarize rules of procedure in court where action will be filed, & summarize info for attorney
- ___ Draft lien letter to opposing party or a response to lien letter
- ___ Arrange medical examinations for client or opposing parties

SECURITIES LAW MATTERS

- ___ Draft registration statement & prospectus
- ___ Organize filing the registration statement
- ___ Draft 1934 Act Reports
- ___ Draft questionnaire for officers, directors, & principal shareholders
- ___ Draft promissory notes
- ___ Draft underwriting agreements
- ___ Draft trust indentures
- ___ Draft bond purchase agreement
- ___ Draft Blue Sky Memoranda & Blue Sky Registration
- ___ Review status of Blue Sky application
- ___ Draft Legal Investment Survey
- ___ Notify State Securities Administrators of SEC effectiveness
- ___ Draft & file dealer and/or salesmen registration documents
- ___ Perfect securities dealer or issuer exemptions
 - ___ Prepare memoranda on the availability of exemptions & requirements (if any) for registration
- ___ Draft & file docs for registering broker/dealers/salesmen W/NASD, SEC, & state securities commissions
- ___ Prepare NASDAQ & National Market System listing applications
- ___ Draft & file documents for renewing or withdrawing the registration of broker/dealers w/salesmen
- ___ Qualify dealer corporations where applicable
- ___ Draft Forms 3, 4, 8-K, 10-K, 10-Q
- ___ Draft Form D
- ___ Draft Form 144 & related documentation
- ___ Draft lease agreement, loan agreement, agreement of sale, facilities financing agreement ordinance/contracts
- ___ Draft letter of transmittal & other tender offer documents
- ___ Draft Indenture
- ___ Draft confidential offering memorandum
- ___ Draft security agreements including deeds, guaranties, mortgages

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- ___ Review bond purchase agreement or underwriting agreement
- ___ Draft summaries of documents for use in preparing Preliminary Official Statement & Official Statement
- ___ Coordinate accuracy of the statements w/underwriter
- ___ Finalize basic documents & distribute for execution
- ___ Draft necessary resolutions authorizing the issuance of the Bonds
- ___ Send bond form to printer
- ___ Proof first galley of the bonds & check manufacturing schedule, coupon amounts, & CUSIP numbers
- ___ Check bonds at time of closing & read bond numbered 1 Draft closing papers for issuer including authorizing resolutions, authentication order to trustee, incumbency certificate, non- arbitrage certificates, & CUSIP numbers
- ___ Draft company authorizing resolutions & Officers' Certificates
- ___ Prepare tax election (if applicable) & arrange for appropriate filing
- ___ Draft recording certificate
- ___ Draft financing statements
- ___ Obtain certificates from state agencies re: good standing of company & certified corporate documents
- ___ Attend closing, checking all certificates & opinions, insurance policies, & legal descriptions ___ Compile the closing transcript, prepare index & organize closing binders
- ___ Draft regulation of public companies
- ___ Prepare drafts of proxy & proxy statements
- ___ Draft annual report to shareholder

INTELLECTUAL PROPERTY MATTERS

- ___ Prepare patent and/or trademark status summary reports
- ___ Maintain docket system for due dates for responses, renewals, opposition, Section 8 & 15 filings, use affidavits, & working requirements
- ___ Maintain docket system for payment of patent annuities in foreign counties
- ___ Conduct patent and/or trademark searches
- ___ Conduct on-line computer info searches of technical literature for patent/trademarks
- ___ Draft trademark/servicemark registration application, renewal application, Section 8 & 15 affidavits
- ___ Draft response to trademark examining attorney's official action
- ___ Draft registered user agreements
- ___ Draft power of attorney
- ___ Draft copyright applications
- ___ Research procedural matters, case law, & unfair competition matters
- ___ Search prior art, patents, & trademarks
- ___ Assist in opposition, interference, infringement, & related proceedings
- ___ Arrange for visual aids, models, & mock-ups for trial use
- ___ Communicate w/foreign trademark attorneys & agents about registrations, officials' actions needing response, & trademark services
- ___ Maintain files of new products & invention development
- ___ Review patent filings w/engineers
- ___ Draft licenses/agreements regarding proprietary information/technology

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ACC Extras

Supplemental resources available on www.acc.com

Value Practice: DuPont Paralegal Staffing.

Toolkit Resource. September 2008

<http://www.acc.com/legalresources/resource.cfm?show=39865>

2006 A Paralegals Role as Business Partner.

Program Material. May 2006

<http://www.acc.com/legalresources/resource.cfm?show=20033>

2008 Effective Project Management for the Corporate Paralegal.

Program Material. May 2007

<http://www.acc.com/legalresources/resource.cfm?show=20034>

Please note, these additional resources are provided by the Association of Corporate Counsel and not by the faculty of this session.