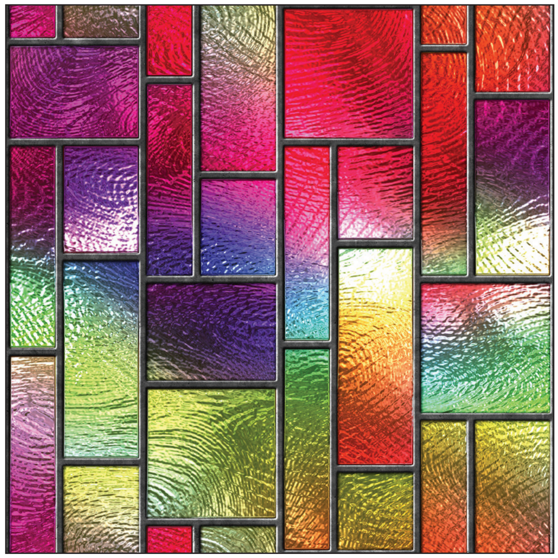
UT LAW CLE

THE UNIVERSITY OF TEXAS SCHOOL OF LAW
PHILANTHROPY SOUTHWEST

Philanthropy southwest

42ND ANNUAL

NONPROFIT ORGANIZATIONS INSTITUTE



FUNDAMENTALS	INSTITUTE
January 22, 2025	January 23–24, 2025

Four Seasons Hotel ▪ Austin, Texas

PREMIER SPONSOR

Morgan Lewis

EVENT SPONSORS

Frost Wealth Advisors
Your Part-Time Controller, LLC

INSTITUTE SPONSORS

Arnold & Porter
Blazek & Vetterling
Bourland, Wall & Wenzel, P.C.
Brown Advisory
Ernst & Young LLP
Fizer, Beck, Webster, Bentley, & Scroggins, PC
Holland & Knight LLP
Morgan Stanley Graystone Consulting
Northern Trust

INSTITUTE UNDERWRITER

Goldman Sachs Philanthropy Fund

Fundamentals—Earn up to 4.00 Hours of Credit
Institute—Earn up to 13.50 Hours of Credit Including 1.00 Hour of Ethics Credit
MCLE Credit Approved in TX, CA, OK, and PA (Hours Vary by Jurisdiction; Available via Reciprocity in NY)
Texas Legal Specialization Credit Approved for Estate Planning and Probate Law, and Tax Law
Approved for National and Texas CPE Credit

www.utcle.org ▪ 512.475.6700

2025

NONPROFIT ORGANIZATIONS FUNDAMENTALS

January 22, 2025 ▪ Four Seasons Hotel ▪ Austin, Texas

Earn up to 4.00 Hours of Credit

Texas Legal Specialization Credit Approved for Estate Planning and Probate Law, and Tax Law

Times listed are in Central Time

WEDNESDAY AFTERNOON, JAN. 22, 2025

1:00 p.m. **Registration Opens**

Includes light refreshments.

1:50 p.m. **Welcoming Remarks**

2:00 p.m. 1.00 hr

Texas Nonprofit Basics (Part 1): Entity Formation, Governance, and Fiduciary Duties

A discussion about the types of entities that can be used to carry out nonprofit activities and the factors that should be considered when selecting among them. Recognizing that nonprofit corporations typically are the most appropriate choice, the panelists explain the role of a Board of Directors and offer suggestions for how to determine whether individual directors are abiding by their fiduciary duties.

Katherine E. David, Steptoe & Johnson PLLC, San Antonio, Texas
Elaine Sommerville, Sommerville & Associates, P.C., Arlington, TX

3:00 p.m. 1.00 hr

Texas Nonprofit Basics (Part 2): Regulatory and Tax-Related Essentials

Deepen your understanding of essential regulatory and tax issues for Texas nonprofits. This session covers critical compliance considerations, including franchise and property taxes, sales tax exemptions, UBIT basics and proactive steps to manage fundraising and event-related risks.

Kurt Coburn, Blazek & Vetterling, Houston, TX
Genevra Williams, Mendrygal Law, PLLC, Dallas, TX

4:00 p.m. **15-Minute Break**

4:15 p.m. 1.00 hr

Federal Organization and Compliance for Nonprofits (Part 1): The Do's and Don'ts for Obtaining Tax-Exempt Status

Learn what nonprofit organizations need to know to qualify for recognition of tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Topics also include an overview of the application process, the different basis for obtaining exemption, and the different types of tax-exempt organizations from an attorney and accountant perspective. Learn about when it may be necessary from a liability standpoint to set up another entity.

Neely D. Duncan, Forvis Mazars, LLP, Dallas, TX
Nykolas McKissic, Holland & Knight LLP, Dallas, TX

5:15 p.m. 1.00 hr

Federal Organization and Compliance for Nonprofits (Part 2): Maintaining Tax-Exempt Status

Explore a high-level overview of the general compliance requirements in connection with maintaining tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. In particular, touch upon certain on-going federal and state-level reporting obligations, baseline operational and technical requirements, and governance practices.

Susanna Blackmon, Blazek & Vetterling, Houston, TX
Hamish Nieh, Fizer Beck, Houston, TX

6:15 p.m. **Adjourn to Reception**

NETWORKING RECEPTION

6:15 p.m. – 7:15 p.m.

Join us for a networking opportunity with faculty and colleagues.

FUNDAMENTALS AND INSTITUTE PLANNING COMMITTEE

MEGAN E. BELL—CO-CHAIR
Morgan, Lewis & Bockius LLP
New York, NY

JOYCE HELLUMS—CO-CHAIR
Ernst & Young LLP
Austin, TX

TOMER INBAR—CO-CHAIR
Morgan, Lewis & Bockius LLP
New York, NY

JOANNA JEFFERSON—DIRECTOR
The University of Texas School of Law
Austin, TX

JONATHAN S. BLUM
Holland & Knight LLP
Dallas, TX

LUCILLE DIDOMENICO
DiDomenico Group
Dallas, TX

MALLORY DRIGGERS
Philanthropy Southwest
Dallas, TX

KAREY DUBIEL DYE
Goldman Sachs Philanthropy Fund
Houston, TX

ANDREA L. MARCH
Texas Rio Grande Legal Aid
Austin, TX

DANIKA H. MENDRYGAL
Mendrygal Law, PLLC
Dallas, TX

DARREN B. MOORE
Bourland, Wall & Wenzel, P.C.
Fort Worth, TX

NORMAN E. NABHAN
Graystone Consulting
Houston, TX

JEFFREY E. SHER
Fizer Beck
Houston, TX

NICOLA FUENTES TOUBIA
Fuentes Toubia, PLLC
Houston, TX

KAY WALTHER
Blazek & Vetterling
Houston, TX

MAURA L. WHELAN
Simpson Thacher & Bartlett LLP
New York, NY

ERIC WYNN
Philanthropy Southwest
Dallas, TX

Earn up to 13.50 Hours of Credit Including 1.00 Hour of Ethics Credit
Texas Legal Specialization Credit Approved for Estate Planning and Probate Law, and Tax Law

Times listed are in Central Time

THURSDAY MORNING, JAN. 23, 2025

Presiding Officer: Tony Fundaro, Philanthropy Southwest, Dallas, TX

7:30 a.m. **Registration Opens**
Includes continental breakfast.

8:20 a.m. **Welcoming Remarks**

8:30 a.m. 1.00 hr

View of the Nonprofit Sector
There is much to discuss. The 2017 Tax Cuts and Jobs Act is about to expire, and extending it costs $4.6 trillion, but the federal debt already exceeds $35 trillion, so Congress is thirsty for cash. Meanwhile, Treasury and the IRS are rewriting the way in which donors, investment advisors, and sponsoring organizations work together on donor advised funds. For its part, the judiciary is busily reinterpreting statutes without deference to executive agency authority to answer fundamental questions like how much unrelated activity a social welfare organization may undertake before losing its tax-exempt status.

Kimberly Eney, Loeb & Loeb LLP, Washington, DC
Alexander L. Reid, Baker & Hostetler LLP, Washington, DC

9:30 a.m. 1.00 hr

Demystifying the IRS, Treasury, and the Tax Legislative Process: Everything You Want to Know (But Were Afraid to Ask)
This session breaks down the key players and their roles at the IRS and Treasury, explores the issues we anticipate in 2025, and offers practical guidance on how charities can effectively impact the federal tax rules governing their operation. Whether you're new to navigating these federal agencies or looking to deepen your understanding, this discussion should illuminate the critical institutions that regulate our sector.

Sasha Abrams, Gordon and Betty Moore Foundation, Palo Alto, CA
Ruth M. Madrigal, KPMG LLP, Washington, DC

10:30 a.m. **20-Minute Break**

CONCURRENT TRACKS

TRACK A: GOVERNANCE AND FIDUCIARY DUTIES

Presiding Officer: Mallory Driggers, Philanthropy Southwest, Dallas, TX

10:50 a.m. .75 hr

Governance, Board Issues and General Fiduciary Duties
Explore important legal requirements and best practices for the governance of nonprofit organizations, including key organizational documents and policies, core fiduciary duties, and applicable state and federal tax laws.

Andrew C. Clearfield, Fizer Beck, Houston, TX
Thomas C. Schroeder, Davis Wright Tremaine LLP, Seattle, WA

11:35 a.m. **5-Minute Break**

11:40 a.m. .75 hr

Negotiating Investments, Documenting Prudence – Legal Issues for Impact and Other Investments
Examine some practical approaches to core legal issues charitable organizations face in both impact and other investments, addressing how legal teams can support the organization's economic and impact goals through effective diligence and negotiation with the investment target. Also, hear discussion on the applicability of UPMIFA's prudence standard to endowment, mission-related, and program-related investments, and the critical role of effective investment policies and procedures.

Brittany Cvetanovich, The Ohio State University, Columbus, OH
Alison Looman, Ford Foundation, New York, NY

12:25 p.m. **Pick Up Lunch**
Included in registration.

TRACK B: STRUCTURES FOR IMPACT

Presiding Officer: Tony Fundaro, Philanthropy Southwest, Dallas, TX

10:50 a.m. .75 hr

Corporate Vehicles and Structures for Impact
Given that philanthropic capital represents less than .25% of the capital markets, if we are going to make any positive progress in the next two decades on the most pressing issues – from climate change to health care to inequality – then corporate actors will need to become vested in solutions, specifically by employing new corporate forms (e.g. Vital Farms PBC/Generate PBC), side car public charities (e.g. Carbon Mapper/Flexport.org) and perpetual purpose trusts (e.g. Patagonia, Meta). Review each of these new forms and discuss how and when they can be used most effectively.

Joel Beck-Coon, Chan Zuckerberg Initiative, Palo Alto, CA
Jorge Lopez, Builders Vision, Chicago, IL
Susan H. Mac Cormac, Morrison & Foerster LLP, San Francisco, CA
Casey Oetgen, Morgan, Lewis & Bockius LLP, New York, NY

11:35 a.m. **5-Minute Break**

11:40 a.m. .75 hr

Hybrid/Tandem Structuring and Impact Financing
There are a myriad of ways that non-profits and for-profits can operate collaboratively together - through ownership, contractual relationships and governance. Panelists review the various forms, give examples and provide an analysis of what has worked and what has not as these structures have been evolving over the past 25 years, increasingly (although not always effectively) entering the mainstream. Explore use of hybrid/tandem structures to aggregate capital, deploy capital and operate assets - and hear advice on pitfalls to avoid when structuring and drafting.

Joel Beck-Coon, Chan Zuckerberg Initiative, Palo Alto, CA
Jorge Lopez, Builders Vision, Chicago, IL
Susan H. Mac Cormac, Morrison & Foerster LLP, San Francisco, CA
Casey Oetgen, Morgan, Lewis & Bockius LLP, New York, NY

12:25 p.m. **Pick Up Lunch**
Included in registration.

MASTER CLASS A: UNDERSTANDING YOUR GOVERNING DOCUMENTS AND ORGANIZATIONAL POLICIES
(Limited Capacity)

10:50 a.m. 1.50 hrs

Understanding Your Governing Documents and Organizational Policies: What They Say, What They Don't, and What They Should

An overview of the essentials for governing documents and organizational policies before exploring emerging trends in nonprofit governance and policies, focusing on how an organization might use internal and external policies and documents to advance mission; position itself on and pursue important public and social issues or events (or not), whether equity, immigration, environmental advocacy, education reform, or other issues of social concern; encourage flexibility and nimbleness; and further and enhance compliance culture.

Darren B. Moore, Bourland, Wall & Wenzel, P.C., Fort Worth, TX
Susan Vignola, Patterson Belknap Webb & Tyler LLP, New York, NY

12:25 p.m. **Pick Up Lunch**

Included in registration.

MASTER CLASS B: ADVANCED ISSUES IN SELF-DEALING
(Limited Capacity)

10:50 a.m. 1.50 hrs

Advanced Issues in Self-Dealing

Private foundations are subject to strict rules governing their activities. In particular, the rules regarding self-dealing are complex and failure to comply can lead to steep penalties for the self-dealer and foundation managers. Discuss more complex self-dealing scenarios beyond the run-of-the-mill compensation and leasing scenarios, work through hypothetical scenarios, provide practical advice for foundations on planning, and discuss how these issues may be viewed under an IRS audit.

Effie Babb, Hillspire, LLC, Menlo Park, CA
Meghan R. Biss, Loeb & Loeb LLP, Washington, DC

12:25 p.m. **Pick Up Lunch**

Included in registration.

CONFERENCE ACCREDITATION

The University of Texas School of Law is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be submitted to the National Registry of CPE Sponsors through its website: www.nasbaregistry.org.

Earn up to 4.50 credits (Fundamentals) and 16.00 credits (Institute)

Field of Study: Specialized Knowledge and Taxes

Delivery Method:Group-Live

Program Level: Intermediate and Advance

Preparation and Prerequisite: None

THURSDAY AFTERNOON

Presiding Officer: Megan E. Bell, Morgan, Lewis & Bockius LLP, New York, NY

LUNCHEON PRESENTATION

12:55 p.m. .75 hr

Disaster Relief for Everyone: Utilization of Collaboration

The panelists share stories of collaborative successes and failures in facilitating disaster relief, and address collaboration as between philanthropy (with an emphasis on funders) and the public and private sectors.

Moderator:
Danika H. Mendrygal, Mendrygal Law, PLLC, Dallas, TX

Panelists:
Chris Bugbee, OneStar Foundation, Austin, TX
Chris Hensman, Housing Partnership Network, Houston, TX

1:40 p.m. **15-Minute Break**

1:55 p.m. 1.00 hr

GC Roundtable: Are You Ready?

Explore in-house counsel's role in diagnosing and improving organizational readiness. Every organization is likely to face challenges and change—from organizational leadership transitions, to cybersecurity attacks and HR scandals—what capacities are needed to foster resilient institutions and what is legal's role?

Emily Fan, The David and Lucile Packard Foundation, Los Altos, CA
Kristen M. Gurdin, Wellspring Philanthropic Fund, Inc., New York, NY
Jennifer Shipp, Heising-Simons Foundation, Los Altos, CA
Ellen D. Willmott, Doctors Without Borders USA, New York, NY

2:55 p.m. **20-Minute Break**

CONCURRENT TRACKS

TRACK C: DAFS / DIRECT CHARITABLE ACTIVITIES

Presiding Officer: Megan E. Bell, Morgan, Lewis & Bockius LLP, New York, NY

3:15 p.m. .75 hr

Making Sense of the Donor Advised Fund Regulatory Landscape

Discuss the aspects of the proposed donor advised fund regulations issued by the Treasury Department in 2023 that received the most attention from the sector as well as linkages between the proposed regulations and perceptions of donor advised funds among legislators, regulators, and members of the public.

Carrie Trowbridge, New York Community Trust, New York, NY
Caroline Waldner, Morgan, Lewis & Bockius LLP, Washington, DC

4:00 p.m. **5-Minute Break**

4:05 p.m. .75 hr

Aligning Structure to Strategy: Direct Charitable Activities, Recoverable Grants, & Funding Intermediaries

Long gone are the days when foundations simply make grants to public charities. For many, program teams collaborate with grantees on the ground, external advisors, and a diverse set of funders to co-develop projects, establish coalitions, flex the boundaries of traditional grants, and pivot strategy in real time. Modern foundations are funders *and* doers—and require flexible tools to match. This panel highlights the legal and practical considerations of meeting program teams where they are and supporting legal structures that follow and enhance strategy.

Corbin Morris, The Walton Family Foundation, Washington, DC
Maura L. Whelan, Simpson Thacher & Bartlett LLP, New York, NY

4:50 p.m. **10-Minute Break**

TRACK D: PRIVATE BENEFIT / COMPENSATION

Presiding Officer: Kay Walther, Blazek & Vetterling, Houston, TX

3:15 p.m. .75 hr

Testing Boundaries: Examining the Illegality, Public Policy and Private Benefit Doctrines

Hear a brief discussion of the statutory basis, seminal court cases, and IRS guidance in areas such as civil disobedience/protest and discrimination. Examine recent applications of these authorities in some issue areas where boundaries are being tested and new precedents are in the making—for example, medical cannabis-related laws and rulings, questions around funding travel for abortion care in a post-*Dobbs* landscape, and race-conscious grant-making post-*Fearless Foundation*. And explore the IRS GLAM disapproving of nonprofit NIL collectives and other recent applications of the private benefit doctrine.

Diara M. Holmes, Loeb & Loeb LLP, Washington, DC
Damon James, The David and Lucile Packard Foundation, Los Altos, CA

4:00 p.m. **5-Minute Break**

4:05 p.m. .75 hr

Compensation and Benefits: Setting, Paying and Disclosing

This session provides tips to tax-exempt organizations for avoiding compensation setting and reporting traps, including Section 4958 excise tax, Form 4960 excise tax, and inaccurate or unnecessary Form 990 disclosures.

Stephen M. Clarke, Ernst & Young LLP, Washington, DC
James F. Wynn II, Quatt Associates, Washington, DC

4:50 p.m. **10-Minute Break**

MASTER CLASS C: CONTENT STRATEGY AND BRANDING FOR NONPROFITS (Limited Capacity)

3:15 p.m. 1.50 hrs

Content Strategy and Branding for Nonprofits

Explore the profound shifts happening in the charitable marketing landscape and how you can be better prepared to add value and strengthen the position of your nonprofit's brand. The rapid advancements in AI technology, new and emerging changes in information consumption habits and personalization have created opportunity and risk. As we all adapt to the changing environment, what should we be looking out for and what can we do?

Sara Hall, ALSAC/St. Jude Children's Research Hospital, Memphis, TN
Natalie Malone, ALSAC/St. Jude Children's Research Hospital, Memphis, TN
Nazli Tamer, BerlinRosen, an Orchestra Company, New York, NY

4:50 p.m. **10-Minute Break**

MASTER CLASS D: PRIVATE FOUNDATION GRANTMAKING (Limited Capacity)

3:15 p.m. 1.50 hrs

Private Foundation Grantmaking: Agreements, Compliance, Reporting Tools and Provisions for Impact and Measurement

Review key compliance issues that arise in the lifecycle of a private foundation grant and discuss how grant agreements and reporting provisions can support an organization's compliance effort and impact measurement. Sample agreements and provisions will be shared.

Edward T. Chaney, Schell Bray PLLC, Chapel Hill, NC
Kristy Bernard Tsadick, The William and Flora Hewlett Foundation, Menlo Park, CA

4:50 p.m. **10-Minute Break**

5:00 p.m. 1.00 hr ethics

Ethical Issues for Tax Practitioners in Privileged Communications

A practical overview of the ethical issues for tax practitioners related to providing tax advice and being a tax return preparer and consequences for privileged communications. Discuss several case studies for real-world examples of problems that non-profit organizations face and best practices to solve those problems.

David Gair, Locke Lord LLP. Dallas, TX

6:00 p.m. **Adjourn to Reception**

FRIDAY MORNING, JAN. 24, 2025

Presiding Officer: Joyce Hellums, Ernst & Young LLP, Austin, TX

7:30 a.m. **Conference Room Opens**

Includes continental breakfast.

8:30 a.m. 1.00 hr

Texas Legislative Update and Navigating the Texas Legislature

With Texas's 89th Regular Legislative Session set to convene on January 14th, 2025, this session covers the state politics, policy, and legislative process to help non-profit leaders understand what to expect and how to navigate the new Texas Legislature. Join James Barragán, a veteran political reporter in Texas's largest non-profit newsroom, and Luis Soberon, a former staffer and advocate at a non-profit to get an insider's perspective on the forces shaping the Texas capitol.

James Barragán, The Texas Tribune, Austin, TX
Luis Soberon, Texas 2036, Austin, TX

9:30 a.m. 1.00 hr

Recent Developments and Trends on Targeted/Focused Philanthropy

Explore the current legal and regulatory landscape impacting targeted philanthropic efforts, how different organizations are assessing and managing possible risk associated with those efforts, and what tools and opportunities may be out there to continue to advance an organization's ongoing mission.

Emily Cuneo DeSmedt, Morgan, Lewis & Bockius LLP, Princeton, NJ
Martha I. Jimenez, The California Endowment, Los Angeles, CA

10:30 a.m. **20-Minute Break**

CONCURRENT TRACKS

TRACK E: MERGERS AND ACQUISITIONS / BANKRUPTCY

Presiding Officer: Joyce Hellums, Ernst & Young LLP, Austin, TX

10:50 a.m. .75 hr

Nonprofit Transactions: When to Merge, Acquire or Dissolve

As nonprofits adapt to changing circumstances, opportunities for consolidation or acquisition frequently arise. In some cases, these transactions come from a position of strength, whereas some cases end up with a dissolution and transfer of assets. Discuss various considerations and best practices regarding these types of transactions, including structure, key considerations and common issues.

Jonathan S. Blum, Holland & Knight LLP, Dallas, TX
David A. Levitt, Adler & Colvin, San Francisco, CA

11:35 a.m. **5-Minute Break**

11:40 a.m. .75 hr

Bankruptcy in the Nonprofit Context

A brief primer on bankruptcy, as well as ways in which nonprofit bankruptcies work.

Brian T. Cumings, Graves Dougherty Hearon & Moody, Austin, TX
Abigail R. Ryan, National Association of Attorneys General, Austin, TX

12:25 p.m. **Pick Up Lunch**

Included in registration.

TRACK F: GIFT AGREEMENTS / FUNDRAISING AND CO-VENTURING

Presiding Officer: Karey Dubiel Dye, Goldman Sachs Philanthropy Fund, Houston, TX

10:50 a.m. .75 hr

The Anatomy of a Major Gift Agreement

Charitable giving is becoming an increasingly complicated negotiation between donors and donees. Explore the key deal terms of significant gift agreements, including the timing of and vehicles for pledge payments, the use and investment of donated funds, naming recognition, morality clauses, ongoing reporting obligations, and more.

H. Sujin Kim, The Metropolitan Museum of Art, New York, NY
Justin Zaremby, Patterson Belknap Webb & Tyler LLP, New York, NY

11:35 a.m. **5-Minute Break**

11:40 a.m. .75 hr

The Nexus Between Charities and Consumer Protection: Fundraising and Commercial Co-Venturing

The ever-expanding options for charitable fundraising all have consumer protection and charitable trust law implications. From a state regulator perspective, this session addresses what issues may arise under various charitable fundraising scenarios, including commercial co-ventures and fundraising platforms, and what laws may apply. Some examples of enforcement activities in the area of fundraising are provided as illustrations.

Brian Gerard Armstrong, California Department of Justice, San Francisco, CA
Leslie J. Friedlander, Office of the Oklahoma Attorney General, Oklahoma City, OK

12:25 p.m. **Pick Up Lunch**

Included in registration.

MASTER CLASS E: POST-ELECTION ISSUES FOR NONPROFITS
(Limited Capacity)

10:50 a.m. 1.50 hrs

Post-Election Issues for Nonprofits: All (or at Least Some) of Your Questions Answered

Lorem ipsum dolor sit amet, consectetur adipiscing elit. Maecenas ultricies euismod ante sed interdum. Donec at quam arcu. Mauris ipsum enim, auctor vel tincidunt eget, venenatis et est. Aliquam luctus tincidunt dignissim. Nam interdum volutpat odio sed scelerisque. Praesent non nibh vitae lectus consectetur placerat eget non libero. Mauris ac congue est. Integer pharetra auctor

Rosemary E. Fei, Adler & Colvin, San Francisco, CA
Matthew T. Sanderson, Caplin & Drysdale, Chartered, Washington, DC

12:25 p.m. **Pick Up Lunch**
Included in registration.

MASTER CLASS F: LITIGATION FOR TAX-EXEMPTS (Limited Capacity)

10:50 a.m. 1.50 hrs

Litigation for Tax-Exempts

Discuss considerations and challenges unique to charity litigation: the role of the board and executive management in responding to and managing litigation; counsel's difficult role in representing the organization (not the individual officers and directors), a charity's duty to protect bequests in will contests, insurance policy issues, the role of states' attorneys general; and current priorities of attorney general investigations and lawsuits in Texas.

Yael Fuchs, Loeb & Loeb LLP, New York, NY
Susan K. Staricka, Staricka Law, PLLC, Austin, TX

12:25 p.m. **Pick Up Lunch**
Included in registration.

FRIDAY AFTERNOON

Presiding Officer: Lucille DiDomenico, DiDomenico Group, Dallas, TX

LUNCHEON PRESENTATION

12:55 p.m. .75 hr

Measuring Social Impact

Performance measurement is a key to success for social sector initiatives, yet many lack a credible and systematic approach to evaluation. This session discusses why measurement is challenging, core concepts and practical applications, and an illustrative case study.

Nadine Dechausay, Communities Foundation of Texas, Dallas, TX
Jeff Kutash, Boldly Go Philanthropy, Omaha, NE

1:40 p.m. **20-Minute Break**

CONCURRENT TRACKS

TRACK G: SOCIAL MEDIA / DATA SECURITY AND PRIVACY

Presiding Officer: Lucille DiDomenico, DiDomenico Group, Dallas, TX

2:00 p.m. .75 hr

Is Your Social Media Presence Compliant?

Powerful, flexible, and efficient; social media is a critical communication tool for most charities, but managing your social media presence requires knowledge about a complex array of overlapping legal issues. Are you compliant with Federal Tax rules governing lobbying and political activity? Do your social media activities generate UBIT? How are you monitoring and managing charitable solicitation and cause marketing campaigns conducted via social media? What can you do to mitigate risks related to copyright infringement, data security, privacy, and even defamation?

Andrew Schulz, Adler & Colvin, Washington, DC
Bridget M. Weiss, Arnold & Porter Kaye Scholer LLP, Washington, DC

2:45 p.m. **5-Minute Break**

2:50 p.m. .75 hr

Data Privacy and Cyber Liability: What You Don't Know Puts Your Mission at Risk

Non-profits are at greater risk of losing donors after a data breach, because unlike being a victim of a data breach at a for profit company or a government entity – a relationship a consumer has largely based on the consumer's need – a consumer's relationship with a nonprofit is not necessarily need-based. Considering this dark and somewhat frightening landscape, what must you know to understand the exposure and fortify your organization against the associated risks?

Elizabeth Rogers, Winstead PC, Austin, TX

3:35 p.m. **Adjourn**

TRACK H: CRISIS MANAGEMENT / INTERNATIONAL ACTIVITIES

Presiding Officer: Norman E. Nabhan, Graystone Consulting, Houston, TX

2:00 p.m. .75 hr

It's a Crisis: Who to Call and What to Do

If you are facing a crisis, who do you call? A lawyer? A crisis PR team? Or both? Discuss how to decide who you should turn to when you're facing a significant organizational challenge. Also, talk through how lawyers and PR teams can best partner together as well as the goals, strategies and impact that a successful pairing of legal and PR teams can have for your organization.

Andrew Friedman, BerlinRosen, an Orchestra Company, New York, NY
Katherine Karl, Caplin & Drysdale, Chartered, Washington, DC

2:45 p.m. **5-Minute Break**

2:50 p.m. .75 hr

Beyond the Border: US Charities Planning Foreign Initiatives

Join us for a beginner-level session designed to guide US-based charities through the complexities of international expansion. Explore the critical legal, financial, and operational factors involved in planning and executing foreign initiatives, whether it's funding projects or setting up operations overseas, to help you make a global impact.

John Crawford, Ernst & Young LLP, Chicago, IL
Debbie Fine, Open Society Foundations, New York, NY

3:35 p.m. **Adjourn**

MASTER CLASS G: THE DIFFERENT FLAVORS OF EMPLOYMENT FOR NONPROFITS (Limited Capacity)

2:00 p.m. **1.50 hrs**

Employment Ins and Outs for Nonprofits

This session covers important topics affecting non-profit employers and workplaces. Hear a dynamic discussion regarding AI in recruitment, unionization, remote work, reasonable accommodations, the Pregnant Workers Fairness Act (PWFA), religion after *Groff v. DeJoy*, organizational restructuring, and the potential long-term implications of *Loper Bright Enterprises v. Raimondo* on employment-related regulations.

Jason Boulette, Boulette Golden & Marin L.L.P., Austin, TX
Michael Lopez, The Rockefeller Foundation, New York, NY

3:35 p.m. **Adjourn**

MASTER CLASS H: AI FROM AN IN-HOUSE PERSPECTIVE
(Limited Capacity)

2:00 p.m. 1.50 hrs

AI from an In-House Perspective

This session is for anyone who's thinking (or thinks they should be thinking) about responsible use and funding of AI. No expertise or experience required. Two members of a cross-functional working group (one from IT, one from Legal) share what they've learned from a technical, legal, and operational perspective and what they're doing to enable responsible use of AI internally and responsible funding of AI externally. Gain insight into the basics before doing a deeper dive into practical implications and solutions.

Adam Crenshaw, Bill & Melinda Gates Foundation, Seattle, WA
Andrew Morris, Bill & Melinda Gates Foundation, Seattle, WA

3:35 p.m. **Adjourn**

Are you a 1st or 2nd year attorney? Attend most UT Law CLE conferences for just $195!

Call 512.475.6700 to register.

REGISTRATION FORM

Register:
www.utcle.org/conferences/NP25/signup
www.utcle.org/conferences/NO25/signup

Mail:
The University of Texas School of Law
ATTN: Registration
PO Box 7759
Austin, TX 78713-7759

Fax:
512.475.6876

Questions?
512.475.6700

If you have dietary requirements or would like to request accommodations under the ADA, please contact Customer Service at 512.475.6700 or service@utcle.org at least 10 business days prior to the conference.

PLEASE PRINT CLEARLY **NP25/NO25**

Bar Card # ______________ ❑ TX ❑ Other State: ________ ❑ N/A

Name [Mr. / Ms.] ______________

Firm ______________

Address ______________

City ______________ State ________ Zip ________

Telephone ______________ Fax ______________

Registrant's Email (required) ______________ Assistant's Email (optional) ______________

Invoices, confirmations and receipts are emailed to these addresses.

CONFERENCE REGISTRATION

Includes Electronic Course Binder Download (PDF) in "Your Briefcase." Special group registration rates available. Call 512.475.6700.

NONPROFIT FUNDAMENTALS REGISTRATION

❑ Individual Registration . . . . $325 | $375 after January 8

Printed & Shipped Binder with Registration (Shipping Included) – Available through Jan. 24
Please Note: Printed binder will arrive 2-3 weeks after the conclusion of the live conference. Delivery to P.O. boxes is not permitted. Binders will not be distributed on-site.

❑ Printed and Shipped Course Binder $81.19 ($75*)

Nonprofit Fundamentals Registration Total . . . . $________

NONPROFIT INSTITUTE REGISTRATION

❑ Individual Registration . . . . $825 | $925 after January 8

Thursday 10:50 a.m. Concurrent Sessions – SELECT ONE
- ❑ TRACK A: Governance and Fiduciary Duties
- ❑ TRACK B: Structures for Impact
- ❑ MASTER CLASS A: Understanding Your Governing Documents (WAIT LIST)
- ❑ MASTER CLASS B: Advanced Issues in Self-Dealing (WAIT LIST)

Thursday 3:15 p.m. Concurrent Sessions – SELECT ONE
- ❑ TRACK C: DAFs / Direct Charitable Activities
- ❑ TRACK D: Private Benefit / Compensation
- ❑ MASTER CLASS C: Content Strategy and Branding for Nonprofits (WAIT LIST)
- ❑ MASTER CLASS D: Private Foundation Grantmaking (WAIT LIST)

Friday 10:50 a.m. Concurrent Sessions – SELECT ONE
- ❑ TRACK E: Mergers and Acquisitions / Bankruptcy
- ❑ TRACK F: Gift Agreements / Fundraising and Co-Venturing
- ❑ MASTER CLASS E: Post-Election Issues for Nonprofits (WAIT LIST)
- ❑ MASTER CLASS F: Litigation for Tax-Exempts (WAIT LIST)

Friday 2:00 p.m. Concurrent Sessions – SELECT ONE
- ❑ TRACK G: Social Media / Data Security and Privacy
- ❑ TRACK H: Crisis Management / International Activities
- ❑ MASTER CLASS G: The Different Flavors of Employment for Nonprofits (WAIT LIST)
- ❑ MASTER CLASS H: AI from an In-House Perspective (WAIT LIST)

Printed & Shipped Binder with Registration (Shipping Included) – Available through Jan. 24
Please Note: Printed binder will arrive 4-6 weeks after the conclusion of the live conference. Delivery to P.O. boxes is not permitted. Binders will not be distributed on-site.

❑ Printed and Shipped Course Binder $81.19 ($75*)

Nonprofit Institute Registration Total . . . . $________

REGISTRATION SUBTOTAL **$________**

POST-CONFERENCE PRODUCTS

Nonprofit Fundamentals eConference – For Texas and California MCLE Credit
Includes Electronic Course Binder Download (PDF) and program audio. Available 4–6 weeks after live event. Hours may vary depending on actual event runtime.

❑ Nonprofit Fundamentals eConference $375

Nonprofit Fundamentals Post-Course Binder – For Research and Self-Study
Comprehensive binder with papers and slides, available for delivery 4–6 weeks after live event.

❑ Electronic Post-Course Download (PDF) $189.44 ($175*)
❑ Printed Post-Course Binder. $243.56 ($225*)

Nonprofit Fundamentals Post-Conference Products Subtotal . . . . $________

Nonprofit Institute eConference – For Texas and California MCLE Credit
Includes Electronic Course Binder Download (PDF) and program audio. Available 4–6 weeks after live event. Hours may vary depending on actual event runtime.

❑ Nonprofit Institute eConference. $925

Nonprofit Institute Post-Course Binder – For Research and Self-Study
Comprehensive binder with papers and slides, available for delivery 4–6 weeks after live event.

❑ Electronic Post-Course Download (PDF) $351.81 ($325*)
❑ Printed Post-Course Binder. $405.94 ($375*)

Nonprofit Institute Post-Conference Products Subtotal. . . . . $________

TOTAL POST-CONFERENCE PRODUCTS **$________**

ORDER GRAND TOTAL **$________**

METHOD OF PAYMENT

❑ Check (make check payable to The University of Texas at Austin) ❑ VISA ❑ MasterCard ❑ American Express ❑ P.O.

Card/P.O. # ______________ CVV # ________ Exp. Date (mm/yy) ______ / ______

Authorized Signature ______________

* Tax-exempt rate for, e.g., government employees and nonprofits. Include a Texas Sales and Use Tax Exemption Certificate with order.

UT LAW CLE

The University of Texas at Austin
THE UNIVERSITY OF TEXAS SCHOOL OF LAW
P.O. Box 12883 • Austin, TX 78711

This program is not printed or mailed at state expense.

42ND ANNUAL

NONPROFIT ORGANIZATIONS INSTITUTE

January 22, 23–24, 2025 ■ Four Seasons Hotel ■ Austin, Texas

NON-PROFIT-ORG
U.S. Postage
PAID
U T School of Law

Visit
www.utcle.org

Email
service@utcle.org

Call
512.475.6700

Facebook
UT Law CLE

LinkedIn
UT-Law-CLE

X
@UTLawCLE

YouTube
@utlawcle8597

NP25/NO25

AUSTIN

January 22, 23–24, 2025

CONFERENCE LOCATION

Four Seasons Hotel
98 San Jacinto Boulevard
Austin, TX 78701-4082
512.478.4500 (reservations)

Accommodations:
The room block at the Four Seasons has been exhausted.
Please visit utcle.org/conferences/NO25#venue for a list of nearby hotels.

Parking:
$23 daily self-parking, $25 daily valet
$60 overnight valet
(subject to change)

KEY DATES

January 8, 2025
Last day for early registration rates

January 15, 2025
Last day for full refund cancellation

January 17, 2025
Last day for partial refund cancellation
$50 processing fee applied

January 22, 2025 1:50 p.m., CT
Fundamentals begins

January 23, 2025 8:20 a.m., CT
Institute begins

January 24, 2025
Last day to order a printed and shipped course binder with conference registration.

FUNDAMENTALS AND INSTITUTE FACULTY

SASHA ABRAMS
Gordon and Betty Moore Foundation
Palo Alto, CA

BRIAN GERARD ARMSTRONG
California Department of Justice
San Francisco, CA

EFFIE BABB
Hillspire, LLC
Menlo Park, CA

JAMES BARRAGÁN
The Texas Tribune
Austin, TX

JOEL BECK-COON
Chan Zuckerberg Initiative
Palo Alto, CA

MEGHAN R. BISS
Loeb & Loeb LLP
Washington, DC

SUSANNA BLACKMON
Blazek & Vetterling
Houston, TX

JONATHAN S. BLUM
Holland & Knight LLP
Dallas, TX

JASON BOULETTE
Boulette Golden & Marin L.L.P.
Austin, TX

CHRIS BUGBEE
OneStar Foundation
Austin, TX

EDWARD T. CHANEY
Schell Bray PLLC
Chapel Hill, NC

STEPHEN M. CLARKE
Ernst & Young LLP
Washington, DC

ANDREW C. CLEARFIELD
Fizer Beck
Houston, TX

KURT COBURN
Blazek & Vetterling
Houston, TX

JOHN CRAWFORD
Ernst & Young LLP
Chicago, IL

ADAM CRENSHAW
Bill & Melinda Gates Foundation
Seattle, WA

BRIAN T. CUMINGS
Graves Dougherty Hearon & Moody
Austin, TX

BRITTANY CVETANOVICH
The Ohio State University
Columbus, OH

KATHERINE E. DAVID
Steptoe & Johnson PLLC
San Antonio, TX

NADINE DECHAUSAY
Communities Foundation of Texas
Dallas, TX

EMILY CUNEO DESMEDT
Morgan, Lewis & Bockius LLP
Princeton, NJ

NEELY D. DUNCAN
Forvis Mazars, LLP
Dallas, TX

KIMBERLY ENEY
Loeb & Loeb LLP
Washington, DC

EMILY FAN
The David and Lucile Packard Foundation
Los Altos, CA

ROSEMARY E. FEI
Adler & Colvin
San Francisco, CA

DEBBIE FINE
Open Society Foundations
New York, NY

LESLIE J. FRIEDLANDER
Office of the Oklahoma Attorney General
Oklahoma City, OK

ANDREW FRIEDMAN
BerlinRosen, an Orchestra Company
New York, NY

YAEL FUCHS
Loeb & Loeb LLP
New York, NY

DAVID GAIR
Locke Lord LLP
Dallas, TX

KRISTEN M. GURDIN
Wellspring Philanthropic Fund, Inc.
New York, NY

SARA HALL
ALSAC/St. Jude Children's Research Hospital
Memphis, TN

CHRIS HENSMAN
Housing Partnership Network
Houston, TX

DIARA M. HOLMES
Loeb & Loeb LLP
Washington, DC

DAMON JAMES
The David and Lucile Packard Foundation
Los Altos, CA

MARTHA I. JIMENEZ
The California Endowment
Los Angeles, CA

KATHERINE KARL
Caplin & Drysdale, Chartered
Washington, DC

H. SUJIN KIM
The Metropolitan Museum of Art
New York, NY

JEFF KUTASH
Boldly Go Philanthropy
Omaha, NE

DAVID A. LEVITT
Adler & Colvin
San Francisco, CA

ALISON LOOMAN
Ford Foundation
New York, NY

JORGE LOPEZ
Builders Vision
Chicago, IL

MICHAEL LOPEZ
The Rockefeller Foundation
New York, NY

SUSAN H. MAC CORMAC
Morrison & Foerster LLP
San Francisco, CA

RUTH M. MADRIGAL
KPMG LLP
Washington, DC

NATALIE MALONE
ALSAC/St. Jude Children's Research Hospital
Memphis, TN

NYKOLAS MCKISSIC
Holland & Knight LLP
Dallas, TX

DANIKA H. MENDRYGAL
Mendrygal Law, PLLC
Dallas, TX

DARREN B. MOORE
Bourland, Wall & Wenzel, P.C.
Fort Worth, TX

ANDREW MORRIS
Bill & Melinda Gates Foundation
Seattle, WA

CORBIN MORRIS
The Walton Family Foundation
Washington, DC

HAMISH NIEH
Fizer Beck
Houston, TX

CASEY OETGEN
Morgan, Lewis & Bockius LLP
New York, NY

ALEXANDER L. REID
Baker & Hostetler LLP
Washington, DC

ELIZABETH ROGERS
Winstead PC
Austin, TX

ABIGAIL R. RYAN
National Association of Attorneys General
Austin, TX

MATTHEW T. SANDERSON
Caplin & Drysdale, Chartered
Washington, DC

THOMAS C. SCHROEDER
Davis Wright Tremaine LLP
Seattle, WA

ANDREW SCHULZ
Adler & Colvin
Washington, DC

JENNIFER SHIPP
Heising-Simons Foundation
Los Altos, CA

LUIS SOBERON
Texas 2036
Austin, TX

ELAINE SOMMERVILLE
Sommerville & Associates, P.C.
Arlington, TX

SUSAN K. STARICKA
Staricka Law, PLLC
Austin, TX

NAZLI TAMER
BerlinRosen, an Orchestra Company
Chicago, IL

CARRIE TROWBRIDGE
New York Community Trust
New York, NY

KRISTY BERNARD TSADICK
The William and Flora Hewlett Foundation
Menlo Park, CA

SUSAN VIGNOLA
Patterson Belknap Webb & Tyler LLP
New York, NY

CAROLINE WALDNER
Morgan, Lewis & Bockius LLP
Washington, DC

BRIDGET M. WEISS
Arnold & Porter Kaye Scholer LLP
Washington, DC

MAURA L. WHELAN
Simpson Thacher & Bartlett LLP
New York, NY

GENEVRA WILLIAMS
Mendrygal Law, PLLC
Dallas, TX

ELLEN D. WILLMOTT
Doctors Without Borders USA
New York, NY

JAMES F. WYNN II
Quatt Associates
Washington, DC

JUSTIN ZAREMBY
Patterson Belknap Webb & Tyler LLP
New York, NY