

THE WHO WHAT WHY AND HOW OF USING PARALEGALS

Toni Marsh, Esquire
Director, The George Washington University paralegal studies program

WHAT IN-HOUSE PARALEGALS DO (AND LAWYERS SHOULDN'T DO)

BY

The LawCost Management Group
www.lawcost.com/paras.htm

Adapted by Teresa Rawson

General Tasks: What In-House Paralegals Do.

- Provide legal support to the company's in-house lawyers.
- Act as liaison between outside counsel and in-house counsel.
- Organize and maintain the company's legal files; originals and electronically.
- Know as much as possible about your company.
- Communicate with internal clients, in-house counsel and others on factual matters.
- Inform internal clients periodically of case/matter status.
- Draft documents.
- Maintain calendar or tickler system or important dates (corporate calendar).
- Maintain matter tracking database and billing programs.
- Create and maintain outside counsel spend reports.
- Review and analyze outside counsel legal bills.
- Create, monitor and maintain legal department budget.
- Provide document analysis.
- Author and sign correspondence.
- Research on internet and legal database systems such as Westlaw and LexisNexis.
- Create forms.
- Use a variety of computer based software programs.

Corporate Governance: What In-House Paralegals Do.

- Check availability and reserve entity name.
- Draft and file Articles of Incorporation, By-Laws, Operating Agreements and any amendments of such.
- Complete and file qualification of foreign corporations.
- Obtain good standing certificates from Secretary of State.
- Draft notices, resolutions, minutes and written consents.
- Complete and file assumed name certificates.
- Complete and file Application for Employer Identification Number (EIN).
- Order minute book, stock book, and corporate seal.
- Prepare and maintain corporate records of subsidiaries.
- Prepare and file annual reports.
- Maintain a tickler system for annual meetings and other entity important dates.
- Draft notices, proxy materials, ballots, affidavits of mailing, agendas for annual meetings and special meetings.
- Draft partnership agreements and amendments.
- Draft articles of dissolution.
- Prepare and file paperwork to dissolve corporations.

Draft and file trade name documents.
Prepare documents for qualification to do business in foreign jurisdictions.
File and terminate UCC Financing Statements w/state and county offices.
Search state and county offices for federal tax liens, UCC filings, deeds, mortgages, and judgments.
Prepare and file DBAs, certificates of trade names, and certificate of assumed names w/the appropriate state office.
Change registered office or agent.
Act as liaison with registered agent.
Attend corporate meetings.
Provide services of transfer agent.
Issue and transfer stock, prepare stock certificates and shareholder registers and ledgers.
Maintain stock registers and ledgers.
Prepare and maintain analyses and reports of outstanding securities.
Print stock.
Assist in drafting the annual reports and proxy statements.
Prepare mailing for annual meeting of stockholders and prepare for annual meeting.
Tally votes.
Draft Subscription Agreements.
Draft banking resolutions.
Draft Shareholder Agreements.
Prepare necessary documents for opening of corporate bank account.

Employment: What In-House Paralegals Do.

Interview employees to obtain background information.
Function as liaison between employees and field personnel and in-house and outside counsel.
Investigate allegations made by employees.
Draft position statements.
Obtain and coordinate documents in support of agency filings.
Review documents.
Prepare filings with OSHA, EEOC and other employment type agencies.
File applications and petitions with agencies.
Draft affidavits.
Maintain tickler system for timely filing of position statements, extensions, petitions, and applications.
Maintain company case files.
Function as liaison between agencies and in-house attorneys.
Assist with immigration matters.
Draft agreements – employment, termination, consulting and service agreements.
Create training material.
Draft policies.

Intellectual Property: What In-House Paralegals Do.

Know your company's intellectual property.
Prepare patent and/or trademark status summary reports.
Maintain docket system for due dates for responses, renewals, opposition, etc.
Maintain docket system for payment of patent annuities in foreign countries.
Conduct patent and/or trademark searches.
Conduct on-line research regarding patents and trademarks.
Draft relevant documents and applications.
Assist in internal investigation of opposition, interference and infringement allegations.
Communicate with outside counsel on patent and trademark issues.
Act as liaison between in-house counsel and outside counsel.

Act as liaison between internal clients and outside counsel.
Maintain company files of new products and invention development.

Litigation: What In-House Paralegals Do.

Investigate the facts of the case.
Locate and interview involved employees.
Review company files, gather and organize factual data.
Assist in the selection of outside counsel.
Act as liaison between in-house and outside counsel.
Be the “go to person” for outside counsel requests.
Draft pleadings including answers, interrogatories, requests for admission, and production of documents.
Review pleadings.
Review, index, gather, and summarize company documents to be used by outside counsel and produced to the other side.
Coordinate projects.
Draft deposition questions and prepare deposition outline.
Attend meetings, depositions and hearings and take notes.
Review documents and support document productions.
Provide as much litigation support to outside counsel as needed to defray company costs.
Respond to subpoenas.
Maintain company’s litigation file.
Prepare releases and settlement documents.
Prepare settlement calculations.

Contracts: What In-House Paralegals Do.

Draft contracts.
Review and edit customer and vendor contracts.
Participate in contract negotiations with customers and vendors.
Finalize contracts and arrange for signatures.
Maintain company’s original contracts file and electronic files.
Prepare contract summary to be used by business people.

Real Estate: What In-House Paralegals Do.

Maintain company real estate files.
Digest lease agreements.
Review, draft and edit lease agreements.
Draft lease extension and notices required pursuant to the lease.
Review, draft and edit real estate purchase and sale agreements.
Participate in lease negotiations.
Participate in purchase and sale negotiations.

Securities: What In-House Paralegals Do.

Draft registration statement and prospectus.
Gather documents to be reviewed for preparation of the filings.
Organize filing the registration statement.

Draft annual filings and other filings for the appropriate exchange or agency – SEC, NY Stock Exchange, NADQ, foreign stock exchange, etc.
Gather information for SEC and other agency requests.
Draft memorandum, agreements, deed, guaranties and mortgages.
Prepare drafts of proxy and proxy statements.
Draft annual report to shareholders.

Acquisitions/Divestitures: What In-House Paralegals Do.

Prepare due diligence checklist.
Review documents during due diligence period.
Index, categorize and organize documents produced during due diligence.
Draft purchase or sale agreement or divestiture agreement.
Draft schedules to purchase or sale agreement or divestiture agreement.
Gather documents to be used as exhibits to the purchase and sale agreement or divestiture agreements.
Make regulatory filings.
Assist outside counsel with information requests.
Prepare for closing.
Arrange for signatures and notarizations.
If a notary, notarize closing documents.
Draft closing checklists & closing memoranda.
Assist at closing.
Prepare closing binder (hard copy and electronic) when closing is complete.

Regulatory: What In-House Paralegals Do.

Research regulations.
Prepare and file applications for licensure and permits.
Create and maintain policies.
Maintain calendar of license and permit expiration dates.
Maintain files with licenses, compliance agreement, etc.
Train employees on regulatory issues.
Answer questions on regulatory procedural issues.
Act as liaison between internal clients and in-house counsel.
Act as primary contact with outside regulatory attorneys.