

**INNOVATION LAW CLINIC  
LAW 326/001**

**FALL 2022**

**PROFESSOR Joshua Kresh**

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**COURSE SCHEDULE/MEETING TIMES/TYPE:** This is an in-person course that meets on Tuesdays from 15:30 – 17:30

**REQUIRED TEXTS:**

- Paul A. Swegle, Startup Law and Fundraising (Business Law Seminar Group 2019-2020) (“Startup Law”). **Paul has generously donated copies to ILC students; copies distributed at first class session**
- Other materials—including ILC Handbook—available on ILC Teams site

**COURSE OVERVIEW/DESCRIPTION:** This experiential credits course covers legal principles and practice regarding technology/innovation and creative start-ups and university spin-offs. Students will engage in preparing an “innovator’s roadmap” review of actual start-ups or GMU technology spin-offs, which covers all legal issues of the venture. Discrete projects such as company formation, tax filings, and intellectual property transactions may also be undertaken on behalf of clients. The focus is on the outside general counsel practice model used by start-up and emerging company lawyers.

**Prerequisites:** Students are admitted by application and preference is given to students with the introductory course plus one advanced course in at least one of the Clinic’s substantive law fields: intellectual property; corporate/securities law; or tax law.

**\*This course uses the Microsoft Teams platform. Contact instructor if you are unfamiliar with this.**

**LEARNING OUTCOMES:** By the end of the course students should be able to:

- Advise start-up and other technology and creative clients in at least one area of relevant legal subject matter (IP, corporate/securities law; tax)
- Draft basic legal documents related to such clients
- Lead or participate in teams delivering legal services

**BASIS OF EVALUATION & ASSESSMENTS**

Assessments include:

- Drafting legal documents—fifty (50) points; and
- Class and client team participation—fifty (50) points

**INSTRUCTOR EXPECTATIONS:** This clinic involves interaction with live clients. As such, students must meet the highest levels of professional responsibility in all client-facing work and communications. This includes best efforts, confidentiality, respectful and civil dialogue, and staying with projects until they are complete, even if this means working outside of business hours or a reasonable time past the end of the semester (for projects taken on during the semester).

**COURSE RULES/STRUCTURE:** Due to the online nature of the course this semester, students are expected to be present with cameras on during class sessions. Because this is a small class format, students can ask questions and participate at will. However, when you are not speaking, please mute your microphone. I reserve the right to amend this policy if things become chaotic or if it appears that a few people dominate conversations too much.

**EMAIL COMMUNICATION:** Students must use their Mason email account to receive important University information, including communications related to this class. This is especially important for security and confidentiality of client information. I will not respond to messages sent from or send messages to a non-Mason email address.

**ATTENDANCE:** Regular and punctual attendance are required to earn academic credit. Attendance requirements for academic credit will follow the policies set forth in Academic Regulation 4-1. Should circumstances occur where you anticipate the possibility of missing a substantial number of class sessions (e.g., a serious illness), you should immediately contact the Assistant Dean, Student Academic Affairs. I will take attendance at each session by visually checking for you. **N.B.** Per Academic Regulation 4-1.1, "A student who is not present for at least seventy-five percent (75%) of a session of the course is absent from that session."

**CLASS RECORDINGS PROHIBITED:** Pursuant to Academic Regulation 4-2.2, no portion of a class session or an examination may be preserved by means of a recording device such as an audio recording device or camera. Any exceptions to this policy must be expressly permitted in writing by me. However, I have authorized the Law School's official recording of all sessions solely for purposes of accommodating excused absences, e.g., for COVID-19 related issues.

**COVID-19 INSTRUCTIONAL CONTINGENCY PLAN:** Because this course is already online, we will not be affected by any Law School shift to purely online education. If I become incapacitated, the Dean's Office will determine a suitable replacement instructor.

**COVID-19 HEALTH & SAFETY REQUIREMENTS:** Please note that under current University health and safety protocols, face coverings and social distancing are required for all persons on campus. Please refer to the most up-to-date University policies [here](#).

**ACADEMIC INTEGRITY:** It is expected that students adhere to the Antonin Scalia Law School Honor Code. The Honor Code prohibits lying, cheating, or stealing. This includes a student obligation to never represent the work of another as their own, and to never provide or accept unauthorized assistance on any school related assignment. The Honor Code is available here: <https://sls.gmu.edu/honor/>.

**CLASSROOM ACCOMMODATIONS:** Disability Services at George Mason University is committed to providing equitable access to learning opportunities for all students by upholding laws that ensure equal treatment of people with disabilities. If you are seeking accommodations for this class, please visit <https://ds.gmu.edu/> for detailed information about the Disabilities Registration Process. Faculty may not receive or respond to requests for an accommodation. All requests must be handled by the office of Disability Services. You may contact Disability Services directly via email at [ods@gmu.edu](mailto:ods@gmu.edu) or phone at (703) 993-2474. If you have any questions about how in-class or testing accommodations are implemented at the law school, please contact the Assistant Dean, Student Academic Affairs for more information.

**ADDITIONAL SCHOOL POLICIES AND RESOURCES:**

STUDENT HONOR CODE - [Click Here](#)

ACADEMIC REGULATIONS - [Click Here](#)

**UNIVERSITY LIFE:** University Life provides student support resources such as **Counseling and Psychological Services** (<https://caps.gmu.edu/>), **Student Health Services** (<https://shs.gmu.edu/>), and the **Student Support and Advocacy Center** (<https://ssac.gmu.edu/>). For more information about University Life on the Arlington Campus, please visit: <https://ularlington.gmu.edu/>

**COURSE ASSIGNMENTS/SCHEDULE:**

- 8/23: Clinic overview; Innovators Roadmap; discussion of potential clients  
Readings: ILC Handbook; Ally Power Innovators Roadmap (both available on ILC Teams site)
- 8/30: Understanding startups and their legal issues  
Readings: Startup Law, chs. 1-4
- 9/6: Choosing and forming the appropriate business entity  
Readings: Startup Law, chs. 5-7
- 9/13: Structuring relationships; IP part 1 (trademarks, copyrights)  
Readings: Startup Law, ch 8, 9 (**only to p. 186**)
- 9/20: IP part 2 (trade secrets, patents)  
Readings: Startup Law, ch. 9 (**pp. 187-222**)
- 9/27: Common regulatory mistakes; first client project reviews  
Readings: Startup Law, ch. 10
- 10/4: State and federal securities laws; projects review  
Readings: Startup Law, ch. 11
- 10/11: No class (Monday schedule)
- 10/18: Startup finance overview; projects review  
Readings: Startup Law, ch. 12
- 10/25: Seed and pre-seed fundraising; projects review  
Readings: Startup Law, ch. 13
- 11/1: VC fundraising; projects review  
Readings: Startup Law, ch. 14
- 11/8: Alternative to VC funding; projects review  
Readings: Startup Law, ch. 15
- 11/15: Exits; zone of insolvency; projects review

Readings: Startup Law, chs. 16, 17

11/22: Final semester projects review and course evaluations **VIA ZOOM**