



Corporate Governance

In the nearly two decades since the Sarbanes Oxley Act, we have seen a convergence of technical disclosure requirements and broader corporate governance concepts come to the fore. Clients retain us to help them navigate these issues, including board composition and independence, the role of the audit committee, ethics and other board policies.

Our attorneys have extensive expertise in corporate governance matters, including those actions that require adoption by the board of directors and those requiring shareholder approval (or both). We help clients address the fiduciary duties of directors and officers, the authority and duties of audit, compensation and other committees of the board and compliance with the Sarbanes-Oxley Act of 2002. We advise on corporate formalities for calling, conducting and adjourning board, committee and shareholder, member or limited partner meetings. We also help prepare authorizing resolutions and written consents to adopt or approve actions taken by or on behalf of the entity.

NOT FOR PROFIT BUSINESSES

In addition to organizing for-profit business entities, we are experienced in the formation and governance of non-profit public benefit, mutual benefit, and religious corporations for public pension funds, private foundations, trade associations, healthcare organizations, religious organizations, and other non-profit entities. We also are familiar with California's Nonprofit Integrity Act of 2004.

Our attorneys routinely obtain 501(c) tax exemptions for our non-profit clients. We also set up limited liability companies and limited partnerships between investors and business operators, such as in connection with forward commitments, recapitalizations, reorganizations, and joint venture transactions.