



TURNER FAMILY
Community Enterprise Clinic
 at Vanderbilt Law School



2022-2023 ANNUAL REVIEW

The **Turner Family Community Enterprise Clinic** launched in 2018 as an experiential course at Vanderbilt Law School. Students enrolled in the Clinic gain transactional lawyering skills and experience through the representation of entrepreneurs and community organizations in Middle Tennessee. The Clinic’s goals are to teach substantive law and practice strategies, give students the opportunity to apply their skills in the public interest, and facilitate inclusive economic and community development.

CLIENT SERVICE

The Clinic had an abbreviated but impactful year, operating only one semester but significantly contributing to the community. The Clinic represented three cooperative enterprises in complex transactional matters, as well as three organizations seeking equity for professionals who belong to marginalized groups.

Everything’s Coming up Co-op

In 2021, the Clinic completed Tennessee’s first conversion of a conventional business into a worker-owned cooperative. Since then, cooperatives have become a growing part of Tennessee’s business landscape and the Clinic’s community engagement.

A cooperative enterprise is owned and controlled by its workers and/or consumers, rather than conventional investors. These members each have one vote in managing the cooperative. Rather than distributing its profits to shareholders, a cooperative pays its earnings back to the members in accordance with how much they worked or consumed from the cooperative that year. Because cooperatives are controlled by their stakeholders, they generally provide higher wages to workers and better deals to consumers than regular businesses.

Students contributed over
900 hours of pro bono
 legal services to the
 Nashville community.

Thomas Boynton ('23) and **Ellen Pasquale** ('23) represented **Grow2Learn Cooperative**, an early-stage hydroponics cooperative that aims to disrupt local food systems and change how Nashvillians obtain produce. Tom and Ellen advised the cooperative on the best legal structure to accomplish its goals of serving multiple stakeholders – consumers, workers, and producers. They prepared the governing documents to allocate rights among the stakeholders and drafted a template consulting

agreement for the client to adapt and use with a wide range of customers. Finally, they advised on securities law compliance as the client broadens its membership.

Sage Snider ('23) and **Allison Swecker** ('23) represented a startup consumer cooperative and related nonprofit, which focuses on sustainability. Sage and Allison advised on whether the cooperative should change its legal entity structure, and prepared revisions to its governing documents. The students also advised on compliance with federal and state securities laws, and avenues to collaborate without jeopardizing the nonprofit’s tax-exempt status.



Ellen Pasquale and Tom Boynton (L) with the board of Grow2Learn Cooperative and some young stakeholders.

Mackenzie Cerwick ('23) and **Abby Feeney** ('23) worked with a restaurant in Memphis that provides local and sustainably sourced foods and wishes to convert to a worker cooperative. The students advised on the optimal legal and tax structure, and prepared the governing documents to equalize the workers’ financial and voting rights. They also drafted the transactional documents for the conversion, including a redemption agreement, promissory note, security agreement, and intercreditor agreement. Finally, Abby and Mackenzie drafted a





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confidentiality policy to protect the company’s recipes from misappropriation.

Mackenzie and Abby also represented a nonprofit organization that serves physicists from Latin America and the Caribbean, extending mentorship resources and opportunities to work with American universities. The students advised on the organization’s tax obligations and grantmaking activities.

“I have really enjoyed the opportunity to help my client...particularly given their admirable cause, combating food insecurity across the state. It’s rewarding to assist such a great group of community leaders, and the process has taught me how to be a stronger advocate for clients within the transactional space.”

OTHER PRO BONO OPPORTUNITIES

Because enrollment is limited, the Clinic strives to create other pro bono opportunities for law students interested in transactional work. In the spring, two non-clinical students volunteered their time to represent public interest organizations.

Bruna Bomfim (LLM ‘23) represented an early-stage nonprofit that supports Latino geneticists and genetic research, extending mentorship resources and opportunities to work with American universities. Brunna advised on the best jurisdiction for incorporation, and the appropriate tax-exempt status.

Falynn Dunkelberger (’25) advised an organization that provides support and mentorship to early career Black scientists. She gave guidance on the process of incorporating a nonprofit and explored the options to obtain tax-exempt status.

COMMUNITY LEGAL EDUCATION

The Clinic partners with community organizations to offer legal education workshops for aspiring entrepreneurs. The Clinic’s workshops focus on areas of interest to small businesses, including enterprise structures, risk management, and how to read a contract. These events give students the opportunity to strengthen their presentation skills in addition to serving the Nashville community.

During the 2022-23 school year, the Clinic conducted virtual workshops for the community through the following community partners:

- **Corner to Corner** operates a ten-week Academy to prepare micro-entrepreneurs to launch or expand their business.
- **Building Entrepreneurs for Success in Tennessee** provides personal growth and entrepreneurship education to women in the Tennessee prison system who are nearing eligibility for release.



Clinic students meet with aspiring entrepreneurs after a legal education workshop at Corner to Corner.

The Turner Family Community Enterprise Clinic is directed by Associate Clinical Professor Lauren Rogal. She holds a J.D. from the University of Michigan Law School and an LL.M. from Georgetown University Law Center. Before joining the Vanderbilt faculty, she was an associate at the boutique D.C. firm of Klamp & Associates, P.C. and a clinical teaching fellow at Georgetown University Law Center. Her scholarship focuses on the legal underpinnings of community economic development, the tax-exempt sector, and the rights of whistleblowers.

