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# Law Clinics 101

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BU LAW STARTUP AND TECHNOLOGY LAW CLINICS  
SUMMER 2020

# Who are we?

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- Part of BU School of Law, partnership with MIT
- Two different clinics:
  - Startup Law Clinic
  - Technology Law Clinic

# How are we different than hiring a lawyer?

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- Students manage client relationship and draft documents
  - Always reviewed by an attorney
- Slower
  - Multi-step review process
- Free!

# Startup Law Clinic: What kind of work do we handle?

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# For-Profit Entity Formation

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- Choice between LLC and corporation
- Decision on jurisdiction
  - Delaware
  - Massachusetts
- Formation of company and drafting post-formation documents
- Issuance of equity (using vesting schedules, as requested)
- Guidance on filing necessary tax forms
- Early-stage financing

# Nonprofit Formation

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- Formation of company (Massachusetts)
- Necessary post-formation documents (bylaws, conflicts of interest policy, etc.)
- Assistance with 1023-EZ tax exempt status application
- Guidance and assistance with solicitation registration

# Intellectual Property

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- Guidance on IP strategy
- Trademark
  - Analysis of names and logos
  - Drafting application for federal trademark registration
- Copyright
  - Copyright registration
- Trade secrets
  - IP assignments
  - NDAs

# Contracts

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- Negotiation and drafting
- Customer contracts
  - Terms of service
  - Privacy policy
- License agreements
- IP and confidentiality agreements
  - NDAs
  - IP assignments (including for class projects)
- Other contracts



# Team expansion

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- Guidance on differences between employees, independent contractors, interns and volunteers
- Agreements for workers, particularly independent contractor agreements

# Technology Law Clinic: What kind of work do we handle?

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# Intellectual Property

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- “Permissionless” uses of brands and content
- Use of content in machine learning and other new/emergent systems
- Open source software compliance
- Response to legal threats over use of another’s content or brands

# Data Privacy

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- Communications and information privacy for researchers and ventures
- Consumer privacy issues
  - Tracking users online or offline
  - Selling security / privacy tools to the public
- Sectoral data privacy compliance
  - Health – HIPAA, BIPA, state-level regimes
  - Education/research – FERPA, IRB Common Rule
  - Children’s data – COPPA
  - Finance – GLBA, BSA
- Compliance with non-US and Mass. regimes
  - GDPR
  - CCPA

# Cybersecurity / Computer Access

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- “Unauthorized access” to computers
  - Computer Fraud and Abuse Act
  - ECPA – Wiretap Act, Stored Communications Act
- Encryption / decryption concerns
  - DMCA “Anticircumvention” laws
  - Preliminary assessments under export control
- Data security obligations
  - Mass. data security statute – M.G.L. Chapter 93H

# Media Law

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- Free speech issues
- Review of sensitive/controversial research
  - Coordinated vulnerability disclosures
- Media privacy / newsgathering torts
- FOIA and state public records laws
- Defamation defense

# Why kinds of work can't we handle?

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- Subject-matter
  - Patent
  - Immigration
  - Clinic can provide free consultations to local attorneys in the space
- Jurisdiction
  - Work is limited to Massachusetts and Delaware (with some exceptions)
- Criminal (beyond counseling in laws like CFAA and Wiretap Act)

# When is it time to contact us?

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- For ventures: moving past “idea” stage of venture and have capital to pay registration fees
- For researchers: you sense your project may have a legal dimension or issue
- For everyone: you receive a legal threat or demand related to your innovative work
- Examples:
  - Ready to form a company
  - Advice on protecting intellectual property
  - Assistance with drafting contracts
- General information – visit our website resources!

<https://sites.bu.edu/startuplaw/resources/>

<https://sites.bu.edu/techlaw/>



# When do I need to form a company?

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- Taking on liabilities
  - Entering into contracts
  - Users on websites/apps
- Need company bank account

# When do I need to get a trademark?

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- When you've confirmed the name/logo and have formed a company
- Can file "intent-to-use" application before using mark in commerce

# What if I'm on a visa?

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- If you are forming a company that involves “work” by someone on a visa, that person should speak to immigration attorney
- Clinic may be able to provide general information, but we recommend speaking to an immigration attorney and can provide referrals

# When should a researcher contact the TLC?

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- Web scraping! Systematic gathering of data off websites using scraping or unanticipated use of APIs
- Collecting, working with, or planning to publish sensitive datasets
- Security research, with or without a bug bounty program
- Use of third-party content in public-facing content
- Using the law as a research tool – FOIA and public records

# When should I get a data privacy consultation?

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- If you plan to handle the following types of content:
  - Health data, especially from doctors, hospitals, or health insurance companies
  - Data that comes directly from a University
  - Personal or corporate financial information
  - Data pertaining to children (<13 years)
- You plan to collect sensitive consumer data
  - Facial recognition technology
  - Location tracking (GPS, IP geofencing, or otherwise)
  - Interception of Wi-Fi or Bluetooth beacons
  - Unusual Internet or API content (device fingerprinting, browser history, smartphone sensor data)

# What does it cost?

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- Our services are free
- You pay registration and filing costs

# What are your responsibilities?

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- Respond and communicate
  - Respond in a timely manner, otherwise we will not be able to complete work efficiently
  - Let us know if you need extra time or decide to abandon the venture
- Patience
  - Again, we are slower than paid attorneys
  - Understand this is a learning opportunity for our students
- Review
  - Collaborative process
  - Review all documents you send us and ask questions

# How do I request help?

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- SLC: Submit an intake form:

<https://sites.bu.edu/startuplaw/meet-the-clinic/>

- TLC:

<https://sites.bu.edu/techlaw/contact/>

[sellers@bu.edu](mailto:sellers@bu.edu) (PGP key on Keybase and MIT keyserver)