
**ENHANCING YOUR AFFILIATE'S PRESTIGE AND
MISSION BY CREATING A NON-PROFIT FOUNDATION**

I. Project Description¹

The Dallas Association of Young Lawyers Foundation dates back to 1988, when the leaders of the Dallas Association of Young Lawyers (ADAYL®) made the very bold decision not to wait until later in their careers to start giving back to their community. This decision led to the creation of the DAYL Foundation, a charitable 501(c)(3) organization dedicated to providing financial assistance to worthy law-related programs. For nearly ten years, the DAYL Foundation silently grew its corpus until the late 1990s, when the Foundation became a granting body. Since that time, the DAYL Foundation has been soliciting grant applications and awarding funds. The DAYL Foundation has awarded more than \$20,000 to many law-related programs in Dallas, including the Dallas Bar Association (for its efforts to expand the home of the Dallas Bar Association); Sequoia, Inc. (for assistance with a guardianship program for developmentally disabled adults); and Dallas Area Habitat for Humanity (for the development of homeowner-s legal reference materials).

II. Project Planning/Development

A. Identification of Need

At the time the DAYL leadership considered creating the DAYL Foundation, the Dallas Bar Association (ADBA®) already had a foundation that provided grants for law-related purposes. Did the Dallas community need another bar foundation? By working with the DBA and DBA Foundation leaders, the DAYL was able to answer this question in the affirmative. While the DBA Foundation primarily focuses on soliciting donations from more experienced Dallas-area attorneys, the DAYL Foundation would solicit donations primarily from young lawyers in the community -- lawyers who would not ordinarily be invited to participate in the activities of the DBA Foundation. Moreover, the DAYL Foundation-s average grant award is somewhat smaller than the DBA Foundation-s average grant award. By concentrating on younger attorneys, the DAYL Foundation has introduced a previously untapped group of lawyers to the process of dedicating their financial resources to give back to their community. In the process, the DAYL Foundation has been able to provide assistance to organizations that might not have sought assistance from the DBA Foundation. The DAYL Foundation receives approximately fifteen grant applications per year, thus evidencing the continuing need for the Foundation-s role in the community.

The DAYL¹ Foundation is not a Aproject® in the traditional sense of bar projects but, rather, is an organization entirely distinct from its sister bar organization, the DAYL. Nevertheless, by creating the DAYL Foundation, the DAYL leadership demonstrated that establishing a 501(c)(3) charitable organization is an attainable goal for a bar association.

To assess whether a community needs a bar-related foundation, an affiliate should first decide the types of projects to which it wants to provide financial assistance. If the affiliate wants to provide financial assistance for law-related projects, as does the DAYL Foundation, it should determine whether there exist any other local foundations that provide grants for similar projects. The affiliate also should determine whether other local and state bar organizations have foundations that provide grants for law-related projects. Even if another bar organization does have such a foundation, however, the affiliate nevertheless should determine whether its foundation could target a different, perhaps untapped, audience or provide assistance to organizations and projects that continue to need assistance despite the efforts of other non-profit partners. The key is to avoid duplicating another foundation's purpose, prospective donor pool, and prospective grant applicant pool.

B. Determination of Project Goals and Design

1. Decisions to be Made

a. Options -- Project Goals

Since it was created, the DAYL Foundation has always had three primary goals: (1) to establish and to grow its corpus; (2) to provide assistance to organizations for law-related programs; and (3) to further the honor and integrity in the legal profession. Although the first of these goals is not an option for any foundation that wants to become a granting body, the other two goals reflect the DAYL Foundation's particular choices concerning its mission. An affiliate that wishes to create a foundation should fully explore its purpose in creating the foundation and what the mission of the foundation will be. For example, although the DAYL wanted its foundation to benefit law-related programs and programs that further the honor and integrity of the legal profession, other affiliates may wish to create a foundation to benefit legal programs that specifically benefit children, programs that promote freedom and justice, etc.

Once an affiliate establishes its mission -- which types of organizations the foundation will benefit and which types of projects the foundation will fund -- the affiliate should draft its by-laws and establish its grant criteria to reflect these goals. By establishing clearly defined goals, the affiliate can solicit grant applications from particular organizations in the community and can communicate with those potential applicants concerning the specific criteria for awarding grants.

Following is a discussion of the goals of the DAYL Foundation, which the Foundation has focused on at different times in its history.

i. Establish and Grow the Foundation's Corpus

Perhaps the most fundamental goal of the DAYL Foundation was to establish and grow the Foundation's corpus. For the first ten years of its existence, this was the more significant goal of the Foundation; indeed, the Foundation did not become a granting body until it had been in existence for ten years and had been steadily growing its corpus. As discussed above, establishing and growing the foundation's corpus is not truly an option if the foundation is to become a granting body, but there are several optional methods by which the foundation can choose to grow its corpus.

The DAYL Foundation generates funds for its corpus through several different avenues. On the DAYL application form, DAYL members are invited to donate \$5 to the DAYL Foundation when they pay their dues to the DAYL. Because the vast majority of DAYL members elect to make this \$5 voluntary contribution, this has become a vital funding source for the Foundation.

More recently, the Foundation has begun to explore additional funding sources. In 2001, the Foundation hosted its first fund-raiser. The fund-raiser consisted of an evening reception honoring Texas Attorney General. The Foundation took great steps to publicize the event and charged a \$50 admission fee to the guests.

Earlier this year, the Foundation created another revenue-generating source when it elected its inaugural class of Foundation Fellows. The Foundation trustees nominated a class of Fellows to support the goals and mission of the DAYL Foundation. Upon joining the program, each Fellow pledges between \$500 and \$750 to the Foundation.

The Foundation's corpus is managed by its Trustees, but the Trustees have retained a financial advisor to provide them with professional investment advice for the corpus.

ii. Provide Assistance -- Financial and Otherwise -- to Worthwhile Organizations

Once the Foundation became a granting body in the late 1990s, one of the primary goals of the DAYL Foundation has been to assist worthwhile organizations in the greater Dallas community by providing financial assistance for law-related projects. The Foundation has worked to meet this goal by developing over time a

substantial data-base of non-profit organizations in the Dallas community that potentially could have a law-related project suitable for funding by the DAYL Foundation. At the beginning of the grant cycle, the Foundation's executive director sends a letter to each of these organizations soliciting grant applications and advising them of the grant criteria. In addition, the DAYL Foundation publicizes its grants through a variety of means, including the newsletter of its sister bar organization, the DAYL.

Financial assistance, however, is only one means by which the DAYL Foundation seeks to assist its grant recipients. The Foundation views it as a crucial part of its mission to develop and maintain ties to its grant recipients. To this end, the Foundation trustees have significant contact with grant recipients before and after a grant is awarded. Once the grant application deadline is passed, trustees contact each grant applicant by telephone during the grant review process to discuss the relative merits of the application. Once a grant is awarded, the DAYL Foundation adheres to reporting requirements that enable the trustees to determine the efficacy of the grant monies, whether the recipient used all of the grant award, and the success of the project the granted funded. Trustees also inform the grant recipients that the Foundation would appreciate the opportunity to visit their facility during the grant year. Finally, grant recipients are invited to the annual Foundation Fellows reception.

iii. Maintaining the Honor, Integrity, and Public Confidence in the Legal System Through the Foundation

One of the DAYL Foundation's stated purposes is to maintain the honor, integrity, and public confidence in the legal system. The Foundation seeks to achieve this goal in two interrelated ways: (1) by providing grant assistance to programs that seek to meet these goals; and (2) by publicizing the work of the DAYL Foundation.

To ensure that the Foundation's grants benefit programs that maintain the honor, integrity, and public confidence in the legal system through the Foundation, the Foundation includes this goal as an express criteria in its grant application. During grant deliberations, the Foundation trustees carefully consider whether a particular grant application would further these goals. Once the Foundation has funded programs that further these goals, the Foundation then publicizes the Foundation's efforts through every available channel, including the DAYL's monthly

newsletter. By sharing with the Dallas community news of the good work of the Foundation, the Foundation hopes to maintain the honor, integrity, and public confidence in the legal system.

b. Options -- Project Design

Once the affiliate establishes the goals of its foundation, it should carefully design its foundation to achieve these goals. By clearly establishing its goals, the affiliate can draft the foundation's by-laws and structure the foundation's governing body in the best manner to achieve the foundation's objectives. The structure of the DAYL Foundation, including its governing body, by-laws, grant process, and Fellows program were implemented to achieve the three primary goals of the DAYL Foundation, which are discussed above.

The DAYL Foundation's governing body consists of twelve trustees. Because the DAYL Foundation is affiliated with the DAYL, the five officers of the DAYL always serve as trustees of the DAYL Foundation. The remaining trustees, however, are not necessarily affiliated with the DAYL, although they are selected by the DAYL board of directors at the DAYL's annual meeting at the end of the calendar year. This mix of trustees ensures good communication between the DAYL and the DAYL Foundation, ensures that the interests of both the DAYL and the community are represented on the Foundation's governing board, and provides a diverse mix of thought. Although the DAYL board still exercises a good deal of control over the selection process of the Foundation's trustees, an affiliate can draft its foundation's by-laws to cede that responsibility to the foundation's trustees once the foundation is established. Factors the affiliate might consider when selecting its foundation trustees include the trustee's willingness to serve and ability to dedicate the necessary time to the foundation, the trustee's knowledge of and experience with the stated goals of the foundation, and the trustee's ability to assist in the foundation's fund-raising activities.

One of the first steps the DAYL took when creating the DAYL Foundation was to draft the foundation's by-laws. (The DAYL Foundation's by-law are attached as Exhibit A.) The by-laws articulate, among other things, the purposes of the Foundation, the powers and duties of the Foundation's trustees, the various officers of the Foundation, an indemnification provision for the trustees, and a provision regarding insurance for the foundation. When drafting the by-laws for a foundation, an affiliate has a great deal of flexibility to craft those by-laws to reflect the foundation's desired purpose, size, powers, and duties. For example, an affiliate that wants to create a relatively

small foundation may wish to limit the number of trustees and officers of the foundation, limit the powers of the officers, and limit the funds it will grant to only specific types of projects.

The grant process is yet another design component of a foundation that provides the affiliate with many options. The DAYL Foundation's grant process operates on a calendar year cycle, which corresponds with the term of office for the Foundation's trustees. At the beginning of the calendar year, the Foundation's trustees review the Foundation's mailing list of potential grant recipients, including many non-profit organizations in the Dallas community. The trustees refine the mailing list by adding other organizations that potentially could benefit from a DAYL Foundation grant. The Foundation's executive director then sends a letter to the organizations on the mailing list advising the organizations of the grant deadline and the grant criteria. The Foundation's grant deadline usually is in early April. Once the grant application deadline has passed, the Foundation Trustees meet in May to select its grant recipients and the grant funds are dispersed soon thereafter. As a condition of receiving a DAYL Foundation grant, the grant recipients must comply with reporting requirements regarding the use of the grant funds. When establishing the grant cycle, the trustees of the foundation may wish to establish a cycle that best comports with the election or selection of its trustees; in other words, the beginning of the grant cycle would comport with the beginning of the trustees' terms of office. The foundation has a great deal of flexibility in selecting dates for its grant cycle, but the trustees should be mindful to allow sufficient time between calling for grants and the actual grant deadline.

The most recent addition to the design structure of the DAYL Foundation is the Foundation's Fellows program. In 2001, the Trustees of the DAYL Foundation created the Fellows of the DAYL Foundation and elected its first class of Fellows in January 2002. (The DAYL Foundation Fellows By-laws are attached as Exhibit B.) The purpose of the Fellows is to support the programs of the DAYL Foundation and to further the Foundation's objectives. Those selected to become Founding Fellows are attorneys who have distinguished themselves professionally and through their contributions to the community and the Bar. After the program's 2002 inaugural year, membership in the Fellows program will be limited to only fifty new Fellows per year. By limiting the number of lawyers selected each year, the Foundation hopes to create a Fellows program that young lawyers regard as prestigious. The Foundation also will host a Fellows reception at the end of the year to honor its Fellows, Trustees, and current and past grant recipients. Upon their

election, Foundation Fellows contribute between \$500 and \$750 to the Foundation.

Creating a fellows program is an optional component of the structure of a foundation. The DAYL Foundation undertook this task only after it had been operating successfully as a granting body for several years. An affiliate that wishes to create a fellows program might consider waiting to do so until after its foundation has established itself as a granting body.

2. Decision-Making Process

Different decision-makers need to be involved in the creation of a foundation at different stages of the process. The DAYL Foundation was a product of the creative thinking of the leaders of the DAYL. Those DAYL leaders -- including the officers and directors of the DAYL -- made the initial decision to create a foundation, and then were faced with the tasks of drafting the foundation's by-laws, organizing its governing body, and making initial decisions about how the Foundation would establish and grow its corpus.

It is significant to note, however, that once the DAYL leadership created the DAYL Foundation and selected its trustees, the Foundation trustees then became the decision-makers for the Foundation and have led the Foundation since its inception. Now that the Foundation has become a granting body, the trustees have formal meetings approximately seven times per year to conduct the Foundation's business and to select the grant recipients. The Trustees meet at the beginning of the year to discuss the goals of the Foundation for the year and to establish the grant cycle. They hold another meeting in the early spring to begin to plan specific Foundation events for the year and meet again in May to deliberate on the merits of the grant applications and to select grant recipients. Other meetings are held throughout the year as the need arises to plan various Foundation events, including the Foundation fund-raiser. In addition to formal meetings, the Foundation's trustees are often in contact with each other through e-mail, and they make informal decisions through that medium.

3. Considerations in Project Planning

a. Community Resources

When the DAYL leaders created the DAYL Foundation, it worked with Dallas's senior bar organization, the DBA. The DBA already had a foundation, and the DAYL did not want to duplicate the DBA's efforts. Moreover, because the DBA was already running its foundation, the DAYL was able to benefit from DBA's experience in creating its bar foundation. Now that the DAYL Foundation has been in existence for more than a decade, its trustees depend less on the DBA and the DBA Foundation, but the organizations still work together to

coordinate fund-raising activities to ensure that they are not soliciting donations from the same attorneys at the same time.

An affiliate may wish to consult with the senior bar organization when creating a foundation, particularly if the senior bar organization has an established foundation. By working with a senior bar organization that has a foundation, the affiliate can capitalize on the senior bar's experience with creating a foundation, establishing a corpus, raising funds, and providing grants.

A smaller affiliate that is concerned with its ability to fund a corpus or provide staff to administer a foundation might consider creating a foundation in connection with the senior bar organization. Doing so could allow a small affiliate to take advantage of existing staff resources of the senior bar association, as well as allow it to target a broader range of attorneys as potential fund-raising sources.

In addition to working with the senior bar organization, one factor the affiliate should consider when creating a foundation is the extent to which the foundation will operate as an entity distinct from the affiliate. The DAYL Foundation is entirely distinct from the DAYL; it has its own by-laws, its own officers and trustees, its own purpose, its own logo, and its own non-profit status. That said, the DAYL and the DAYL Foundation work together very closely. As discussed previously, the officers of the DAYL also serve as trustees of the DAYL Foundation, and the DAYL board selects the remaining trustees. Moreover, the DAYL Foundation takes advantage of publicity through the DAYL's monthly newsletter. The DAYL Foundation also solicits donations primarily from DAYL members and provides grants to DAYL projects that meet the Foundation's grant criteria. The two organizations also share a staff member who serves as executive director of both organizations. In sum, the two organizations have established a symbiotic relationship that makes both of the organizations stronger. One way an affiliate can ensure this type of a close relationship with its foundation is by establishing in the foundation's by-laws that the officers of the affiliate will serve as trustees of the foundation.

b. Personnel

As stated above, the DAYL Foundation's governing body consists of twelve trustees. The DAYL Foundation also has the benefit of sharing with the DAYL an Executive Director who handles many of the administrative aspects of the Foundation. The Executive Director is responsible for sending out the letters to prospective grant applicants advising them of the grant application deadline, assembling notebooks for the trustees that contain the Foundation's by-

laws and other important information about the Foundation, assembling grant application notebooks for the trustees that contains all of the grant applications the Foundation received, keeping track of the Foundation Fellows program, and maintaining the Foundation's books. The Executive Director also ensures that the grant recipients are adhering to the reporting requirements.

The DAYL Foundation is in a unique position in that it is able to share its Executive Director with the DAYL. Thus, the Foundation did not have to hire a new employee to fill this role, although the Executive Director is compensated from Foundation funds for her work for the Foundation.

Before creating a foundation, an affiliate should give due consideration to staffing needs. Although the trustees of the affiliate likely could manage the day-to-day affairs of the foundation without the help of an executive director, this would greatly increase the time-commitment associated with serving as a trustee. This is particularly true once the foundation becomes a granting body. The affiliate should investigate whether any of the employees of the affiliate would be able to take on the additional responsibility of overseeing the day-to-day affairs of the foundation, thus obviating the need for the foundation to hire a separate employee to run the foundation. During the first few years of a new foundation's existence, there likely would not be a great deal of work associated with overseeing the foundation's affairs. Those responsibilities would greatly increase, however, once the foundation has grown its corpus to an extent that it can become a granting body.

c. Revenue Availability / Fund-raising

Fund-raising is at the heart of any non-profit foundation, including the DAYL Foundation. At different times in its history, the Foundation has employed different fund-raising methods to establish and grow its corpus. For the first ten years of its existence, the DAYL Foundation steadily grew its corpus by soliciting a voluntary \$5 from DAYL members when the members completed their DAYL application form. Because the Foundation was not making grants during these initial ten years of its existence, it was able to continue to deposit these funds into its Foundation account and allow it to accrue interest. At first, these voluntary \$5 contributions were the primary fund-raising source for the Foundation. Since the Foundation has become a granting body, however, it has begun hosting annual fund-raisers. At its first fund-raiser in 2001, the Foundation's trustees were successful in getting much of the overhead associated with hosting the fund-raiser -- including the forum, the display signs, and the food and beverages -- either donated or provided at a greatly reduced cost. Consequently, the

Foundation was able to generate a substantial profit from the admission fees paid for the fund-raiser. More recently, the Foundation established its Fellows program which will generate significant revenue for the Foundation. Upon joining the program, each Fellow pledges between \$500 and \$750 to the Foundation.

An affiliate that wants to create a foundation should explore the viability of obtaining continual funding sources for its foundation. The affiliate may wish to consider whether the affiliate's members would be willing to contribute to the foundation, in addition to paying their regular affiliate dues. The affiliate may receive a positive response from its members if it requests a small contribution (e.g., \$5 annually to be paid at the time the members pay their regular affiliate dues). If the affiliate has many members, a large number of small contributions can go a long way. On the other hand, this funding source might not be as effective for a small affiliate. Small affiliates may want to build its foundation's corpus by hosting annual fund-raisers soon after the foundation is created.

d. Other ... Include Equipment / Physical Needs

An affiliate has several options regarding office space needs, which will vary depending on the size of the affiliate's foundation and the affiliate's access to such space. The DAYL Foundation's executive director uses an office in the home of the DBA. (She also uses this office in connection with her work for the DAYL.) Office space would be necessary only if the Foundation chose to have an employee. Otherwise, the main supplies the Foundation would need are of an administrative nature -- computers, letterhead, address labels, and three-ring binders for trustee notebooks and grant notebooks. The DAYL Foundation allocates money from its corpus for such administrative expenses, but an affiliate working on a smaller budget could seek in-kind donations of these materials, particularly from the law firms of the trustees.

III. Implementation: How To Replicate Your Project

A. Timetable

An affiliate that wishes to create a non-profit foundation should begin planning the foundation several years before the foundation is to become a granting body. (The DAYL Foundation was in existence for ten years before it began providing grants.) It likely will take this much time for the foundation to generate a sufficient corpus to be able to make grants to other organizations. The affiliate should seek professional assistance from a financial planner or investment counselor concerning the amount of funds that should be in the foundation's corpus before it becomes a granting body.

Nevertheless, there are numerous steps the affiliate must take to create the foundation. Initially, the affiliate should take steps to ensure that the foundation obtains status as a 501(c)(3) organization, create the foundation's governing body, adopt the foundation's by-laws, establish bank and investment accounts for the foundation, and elect the foundation's officers and trustees, in accordance with the foundation's by-laws.

Once the foundation becomes a granting body, it should plan its grant cycle at least five months prior to selecting its grant recipients.

Five Months Prior to Selecting Grant Recipients:

1. Establish the grant cycle, including the grant application deadline.
2. The foundation's executive director or chairperson should compile a list of local non-profit organizations that may be interested in a foundation grant.
3. Once the list is compiled, it should be circulated to the trustees so that the trustees can suggest additional organizations to be included on the list, if necessary.

Four Months Prior to Selecting Grant Recipients:

1. Send letters to prospective grant applicants advising them of the grant application deadline and the criteria for the grants; include a grant application. (A copy of the DAYL Foundation's grant application deadline is attached as Exhibit C.)

Two Months Prior to Selecting Grant Recipients:

1. Obtain investment counseling regarding the amount of funds the foundation should allocate for grants, based on the status of the corpus.

One Month Prior to Selecting Grant Recipients:

1. The grant application deadline should occur approximately one month before the trustees meet to select grant recipients.
2. Once the foundation receives the grant applications, the foundation's staff should organize the applications in notebooks and distribute them to the trustees.

Two Weeks Prior to Selecting Grant Recipients:

1. Identify three or four trustees who will be responsible for contacting the grant applicants about their grants. By contacting the grant applicants personally, the trustees are better able to discuss the merits of the grant applications when the trustees meet to select the grant recipients.

One Week Prior to Selecting Grant Recipients:

1. The trustees should review and be familiar with all of the grant applications so that the grant selection meeting will run more smoothly and efficiently.
2. Confirm the grant selection meeting time and place with the trustees.

One Week After Selecting Grant Recipients:

1. The chairperson of the foundation should contact all grant applicants and inform them whether their organizations received a foundation grant.

B. Recruitment and Training of Volunteer Personnel

The twelve-member Board of Trustees of the DAYL Foundation consists of the five officers of the DAYL and seven trustees who are appointed by the DAYL board. All of the trustees volunteer their services to the DAYL Foundation, as the by-laws specifically provide that trustees shall not be compensated for their services. When the DAYL board selects the seven non-officer trustees at its annual meeting, several factors enter into the board's consideration. The board considers the prospective trustee's desire and willingness to serve on the Foundation board, the prospective trustee's prior involvement with the DAYL, and the diversity of thought the prospective trustee would bring to the Foundation. For example, the current non-DAYL officer trustees include two former DAYL presidents, a (non-lawyer) journalist with the *Dallas Morning News*, a civil district court judge, and a lawyer who is active with the DBA. The DAYL has not had any difficulties in recruiting trustees to serve on the DAYL Foundation board; the trustees traditionally have viewed the appointment as an honor.

C. Publicity

Publicity is one of the keys to the DAYL's Foundation's success. The Foundation continually publicizes the programs it funds, the availability of Foundation grants, and its efforts to generate new donations. The Foundation includes articles in the DAYL's monthly newsletter, as well as the DBA's newsletter. To publicize its annual fund-raiser, the Foundation has been successful in obtaining from a local copy service in-kind donations, including trial boards, banners, flyers, and signs, in exchange for recognizing the copy service as a sponsor of the fund-raiser. The Foundation's chair also publicizes the Foundation's upcoming events to the DAYL leadership during the DAYL's monthly board meetings.

D. Day-to-Day Operations

The day-to-day operations of the Foundation are overseen by its Executive Director, and to a large extent, the Foundation's officers. The Executive Director is responsible for many of the Foundation's administrative duties, such as compiling trustee notebooks that include pertinent Foundation reference materials, ensuring that grant recipients

adhere to the Foundation's reporting requirements, assembling all of the grant applications into grant notebooks for the trustees, and overseeing the Foundation's banking and investment accounts. The Chairperson and other officers of the Foundation work closely with the Executive Director in connection with these administrative duties. The Foundation officers are also very involved with the Foundation's day-to-day decision-making of the Foundation during its peak times during the year, particularly during the grant awards meeting and the annual fund-raiser.

IV. Evaluation and Impact

Since it became a granting body in 1999, the DAYL Foundation has helped numerous organizations by providing more than \$20,000 in grant monies. The Foundation continues to try to grow its corpus, as well as its role in the Dallas community, by maintaining the Foundation's corpus in relatively conservative interest-bearing investments, soliciting contributions from new DAYL members, and reaching out to prospective DAYL Foundation Fellows. The DAYL Foundation also hopes to strengthen its ties to its grant recipients in the future by maintaining contact with those recipients before and after the grants are awarded. By ensuring that the grant recipients adhere to the Foundation's reporting requirements, the Foundation's trustees have been able to gauge the Foundation's impact on its grant recipients.

V. Bibliography/Other Resources

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