

Senior Paralegal – Corporate/Transactional

Department: Paralegal Department

FLSA Status: Non-Exempt

Office: San Francisco

Job Status: Regular, Full-time

Reporting Relationship

Reports to the Director of Legal Services and to the Department/Practice Area Leader(s) of the practice(s) to which the Senior Paralegal is assigned; works under the direction of the attorneys on assigned matters.

Basic Function

Under the general supervision of an attorney, Senior Paralegals support the delivery of quality legal services to clients by performing tasks that require the regular exercise of advanced judgment as to the method and manner of performing services, significant substantive knowledge and specialization in their areas of expertise, delegation skills, advanced organizational and issue identification skills, strong written and oral communication skills, and advanced computer skills.

Representative duties include organizing and coordinating the closing of complex transactions such as corporate mergers and acquisitions; state "Blue Sky" registration; incorporation, qualification in foreign states, and partnership formation and withdrawal and terminations of the same; maintenance of corporate records, minute books and shareholders lists; drafting memos, correspondence, and corporate documents; and communicating with attorneys and clients regarding factual and organizational issues.

Senior Paralegals have mastered the duties that are performed by Paralegals and Case Clerks. Senior Paralegals may delegate certain tasks to Paralegals and Case Clerks as appropriate and feasible, providing guidance to ensure that the work meets the firm's standards.

The Senior Paralegal role may overlap with the Paralegal role and many of the areas of responsibility are similar. The Senior Paralegal, however, is expected to work at a higher level of expertise and will frequently be involved in the client work at a more strategic level than a Paralegal. The firm also expects Senior Paralegals to demonstrate a greater degree of specialized knowledge and skill in the specific practice areas in which the Paralegal works, as well as greater technical knowledge. Senior Paralegals are expected to exercise leadership in coordinating the work, mentoring the Paralegals and Case Clerks in their area(s) and across other transactional practice areas, and proactively providing support on the matters to which they are assigned.

Essential Functions

Essential functions include the following. Regular and predictable attendance is an essential function of the job.

- 1. Incorporation and organization of corporations (profit, nonprofit, close, professional):**
Checks availability and reserves corporate name. Drafts articles of incorporation, including

drafting of purpose clauses, special stock provisions and other special provisions. Files articles, and record or publish same, as required, and takes other action required for incorporation under state law. Drafts organizational documents, including bylaws; notices and minutes, or consent, of organizational meeting; subscription agreements; investment letters; stock certificates; and banking resolutions. Drafts and files any assumed name certificates. Drafts and files various federal and state forms, including: Election by small business corporation and subsequent shareholders' consents to such election; Application for Employer Identification Number; Application for State Tax Identification Number; Application for unemployment insurance; Application for Employer Withholding Tax Registration; Application for State Tax License; Application for City Sales Tax License; Appropriate licenses to operate specific businesses, such as liquor, pharmaceutical, hotel. Orders minute book, stock book and seal. Applies to the proper licensing body when forming professional or special purpose corporation.

2. **Ongoing Corporate Matters:** Assists attorney in drafting various agreements, including: Employment agreements; Shareholders' agreements; Stock option plans; Option agreements. Drafts and files documents to amend the corporate charter. Prepares and files annual reports with state authorities. Drafts special minutes for corporate activities requiring the approval of shareholders and/or directors. Prepares stock powers and otherwise handle stock transfers. Assists with liquidations and dissolutions, including: Drafts plans and/or resolutions of liquidation or dissolution; Drafts and files statement of intent to dissolve articles of dissolution or other required state forms to effect dissolution; Drafts and files state and federal tax liquidation or dissolution forms; Drafts documents in connection with the distribution or corporate assets; Prepares bills of sale.
3. **Corporate Qualifications:** Checks availability and reserves corporate name. Drafts and files qualification papers and take other action required for qualification under state law and to qualify domestic corporation in foreign jurisdictions. Drafts and files with state authorities various documents, including; Annual reports; Amendments to qualification papers or charter documents; Withdrawal papers. Obtains existence and good standing information from various states.
4. **Corporate Mergers and Acquisitions:** Drafts closing checklists and closing memorandum. Drafts appropriate certificates and other closing documents. Prepares closing files.
5. **Corporate Securities Offerings:**
 - Registration under the Federal Securities Laws
 - Handles the mechanics of putting together and filing the registration statement and amendments, including
 - working with the printer;
 - assembling appropriate number of copies with exhibits;
 - preparing cover letters.
 - Registration under state Blue Sky Laws
 - Assists attorney in drafting preliminary and final blue sky memoranda
 - Assists attorney in drafting and filing applications form registration and related exhibits, or other documents required for selling securities in a particular state

- Assists attorney in drafting and filing dealer and/or salespeople registration documents;
 - Takes the necessary actions to perfect securities or dealer exemptions;
 - Assists attorney in drafting and filing periodic reports;
 - Assists attorney in drafting memoranda on the availability of exemptions.
 - Registration of broker-dealers and salespeople.
 - Assists attorney in drafting and filing documents for registering broker-dealers and/or salespeople with the NASD, SEC and state securities commissions.
 - Assists attorney in drafting and filing documents for renewing or withdrawing the registration of broker-dealers with salespeople;
 - Qualifies dealer corporations where applicable (see 3).
 - Formation of General and Limited Partnerships: Assists in qualifying limited partnership and foreign limited partners. Files trade name documents and take other required statutory action in connection therewith.
 - Corporate debt
 - Assists attorney in perfecting security interests in real and personal property.
 - Assists attorney in reviewing provisions of corporate loan documents.
 - Assists attorney with the preparation and filing of Uniform Commercial Code financing statements and other filings.
6. **Leadership**: Proactively identifies issues and anticipates the support needs on each assigned matter. Delegates tasks as appropriate to Paralegals and Case Clerks across the transitional practice areas, coordinating and supervising the work as needed. Mentors Paralegals and Case Clerks and provides orientation and training to new Paralegals and Case Clerks. Attends orientations and provides guidance to new attorneys regarding the role of Paralegals in the assigned department/practice area(s).
7. **Cooperates with Team Efforts**: Demonstrates effective teamwork and provides assistance to other Paralegals as time permits. Works cooperatively and collaboratively with other departments and individuals in the firm. Attends Paralegal Department meetings, as well as Department/Industry group meetings in the appropriate practice area.
8. **Professional Development**: Senior Paralegals are responsible for complying with the continuing education and other requirements set forth in the California Business and Professions Code, Section 6450 *et seq.* Paralegals are required to complete a self-evaluation and a professional development plan each year, using the Professional Development Checklist as a guide.
9. **Other**: Prepares correspondence as needed. Prepares billing memorandum narratives. In class action cases, monitors general status of class members and coordinates class-action correspondence. Performs other related duties as assigned.

Qualifications and Requirements

To perform this job successfully, an individual must be able to perform each essential duty satisfactorily. The requirements listed below are representative of the education, experience, skills, knowledge and abilities required. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential duties. Senior Paralegals must meet the qualifications set forth in the California Business and Professions Code, Section 6450 *et seq.*

- **Education:** Bachelor's Degree required. A certificate from an ABA-approved Paralegal training program shows a commitment to the profession but is not required and does not take the place of case clerk/paralegal work experience.
- **Experience:** Senior Corporate/Transactional Paralegals are required to have at least five years of experience as a Corporate Paralegal. Up to two years of Corporate Case Clerk experience may be credited towards this requirement.
- **Knowledge, Skills and Abilities:**
 - Significant substantive knowledge of the procedures, terminology and documents relating to corporate matters; high degree of specialization in areas of expertise.
 - Outstanding organizational skills, interpersonal skills, delegation skills.
 - Demonstrated ability to both understand the "big picture" and pay attention to detail.
 - Proficiency in the use of Microsoft Office software (Word, Outlook, Excel), and other law office software used by the Corporate Paralegals.
 - Excellent analytical skills.
 - Excellent communication skills, both written and verbal.
 - Ability to work effectively within a team environment and to work proactively.
 - Strong time management skills and the ability to work under pressure in a fast-paced environment; ability to coordinate multiple tasks concurrently.
- **Level:** This position works under moderate supervision and exercises a high level of discretion and independent judgment.