N.C. Bar Association’s CLE Speaker’s Guide

• Support from CLE’s Staff
• Tips for Writing Program Materials
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Part 1
Support from CLE’s Staff

We’re pleased to work with people like you who are willing to offer your time and expertise to other practitioners. We strive to present the best CLE programs in North Carolina by focusing on timely topics, using knowledgeable speakers at our programs, and employing high standards for our written program materials.

PROGRAM ADMINISTRATION

Programs are administered by an Assistant Director of CLE. Direct your questions to this person or their assistant.

FACILITIES

If you have questions about our facilities or need accommodation because of a disability, please contact the Assistant Director of CLE handling your program or their assistant.

AUDIOVISUAL EQUIPMENT

Use audiovisual equipment to enhance your oral presentation. CLE has several options for presenting audiovisual displays:

- A computer for PowerPoint presentations,
- An LCD projector, and;
- A DVD player.

Let the Assistant Director of CLE handling your program or their assistant know what your audio-visual needs are. Our Distance Learning Coordinator will be happy to assist you on the day of the program with your audio-visual needs for programs at the Bar Center.
WRITTEN PROGRAM MATERIALS

- State Bar rules require CLE programs to have written materials. These materials should be substantive and not mere outlines or just PowerPoint presentations.
- Submit a draft of your program materials to the Program Planner by the date indicated on your Speaker letter.
- Submit your finalized program materials to the NCBA program assistant. Be sure to copy the Program Planner.
- The technical specifications (format) for your written materials are found in Part 3 of this guide. If you have questions about the technical specifications or format of your written materials, please contact your Assistant Director of CLE or their assistant.
Part 2
Tips for Writing Program Materials

CLE’s focus is applied law. Program participants want you to share your practical experience. They need a “how-to” text that can serve as a reference handbook in daily practice. Use the following guidelines when preparing the written materials for your program.

Know Your Reader

- Keep in mind the technical proficiency level of your reader.
- Basic-level program materials require definitions of terms and a more thorough breakdown of procedure.

Provide a “Scope Note”

- Distill your work into a one paragraph “scope note.” The scope note is an abstract that describes your article and exhibits succinctly.
- The scope note should be the first paragraph of your article.
- See Appendix A for a sample scope note.

Organize the Text Within the Framework of a General Outline

- The text should begin with:
  the title of your section of the program (not the program title);
  your name;
  affiliation, and;
  city of affiliation.
- The body of the text should support the points you delineated as outline subdivisions for your topic.
- Assign each subdivision a brief, descriptive heading to create a uniform style throughout the program materials.
  See sample at Appendix A.
**KEEP BACKGROUND MATERIAL BRIEF**

- Limit the scope of background information.
- The bulk of your text should concentrate on practical application rather than theoretical or general discussion.

**USE CITATIONS SPARINGLY**

- Citations should support, rather than dominate, your text.
- Use citations to highlight key or recent decisions and statutes.
- Citations are appropriate if your text focuses on substantive law, especially recent legislative or judicial developments.

**DISTILL FORMAL OPINIONS, STATUTES AND ARTICLES**

- Summarize the key points of a particular case, statute or article and your interpretation of its significance for your reader.
- Original texts of such materials should be appended *only* if central to your presentation.

**SHARE YOUR EXPERIENCE IN WRITING**

- Provide your practical interpretation of the law and your suggestions on practice strategy.
- Hypothetical fact patterns, accompanied by your advice on the issues raised, will be useful to the reader.

**IDENTIFY ETHICAL ISSUES AND COMMON PRACTICE ERRORS**

- Expose the reader to common mistakes and ethical issues, and address how to avoid them. Even if the issue is unresolved, mention it briefly.

**CONSIDER USING ATTACHMENTS**

- Attachments can be as helpful to your reader as your written text.
- Of particular interest are **forms** and **documents** that you use in your practice.
- Consider including the following (*please redact names and other identifying information of the parties in the interest of privacy*):
  - checklists
  - timelines
  - sample pleadings
• sample letters
• documents providing guidance on an agency’s interpretation of regulations
• the ten most commonly asked questions about your subject (with answers)
• charts
• annotated form documents
• completed form documents
• bibliographies of materials that you use in your practice
• indexes of pertinent statutes, cases or regulations
• unpublished opinions

• **Attachments should be submitted electronically.** If attachments must be submitted in hard copy, ensure they are free of blemishes and reproducible as is. CLE will reproduce your documents so that they fit into CLE’s special margin requirements. (See “Technical Preparation of Program Materials” in Part 3 of this guide.)

• Please provide electronic copies of any PowerPoint slides that you intend to use during your presentation for inclusion in the printed materials. **PowerPoint presentations are not substitutes for a CLE manuscript.**
Part 3
Technical Preparation of Program Materials

CLE produces digital program materials for every program, with a limited number of loose leaf or bound program materials available for purchase. Following these specifications will help ensure that your contribution is suitable for compilation in the digital materials and printing. Please submit your materials electronically in Microsoft Word.

FORMATTING YOUR TEXT

• Keep it simple! Once CLE receives your text, we will provide a consistent look.
• Apply only the most basic formatting elements such as levels of heads and subheads, quoted material, bulleted lists, etc.
• Do not use automatically generated cross-references and box text. These elements do not always convert properly.

MARGINS

• Top and Bottom Margins: 1”
• Left and Right Margins: 1”
• Typeface: Times Roman
• Font: 12 pt.
• Spacing: Double between paragraphs and internal topic headings
• Quotes and Notes: single line spacing; indent both margins

STYLE

• The beginning of your article should include the following:
  Title of article (not of program)
Your name
Firm name and your city of affiliation

• A scope note (see page 3)

• The headings in your article should be set up in outline form, using the following numbering scheme:
  I.
    A.
      1.
        a.
          (1)
          (a)

See Appendix A for a sample of program materials.

SUBMISSION OF MATERIALS

• Submit your draft materials in Word via e-mail to your Program Planner.

• Your Program Planner will submit your final manuscript to CLE after reviewing them. Submit your final manuscript to CLE by the date designated on your Speaker letter.

• PowerPoint users: If you are creating a PowerPoint presentation for use during the program, provide an electronic version of the slides for use in the program materials.

MATERIALS TAKEN FROM OTHER SOURCES

• Make sure materials are up to date.
• Submit e-mail address for electronic articles.
• Adhere to the deadline for materials.
• It is your responsibility to get reprint permission when required. Obtain reprint permission early. Many publishers require more than two weeks for written permission to reproduce materials.
  • Provide us with the source of reprinted materials if it is not indicated in the materials themselves.

COPYRIGHT PERMISSION

• You must obtain the express written permission of the copyright holder.
• If reprint permission cannot be obtained, then CLE cannot reprint the materials.
• If permission is obtained, proper credit must be given to the copyright holder by including on the reprint:
  “Reprinted with permission. All rights reserved, (date).
  Copyright (date).”

RELEASE AGREEMENT

• Please review, sign and return the enclosed release agreement granting CLE the right to publish your written materials and oral presentation in any media or form.

DEADLINE

• Please be aware of your deadline for all written materials. Your Assistant Director of CLE will inform you of your date specific deadline in your speaker letter.
• The firm deadline for delivery of the draft program materials to the Program Planner, is not later than eight weeks before the beginning date of the program.
• The deadline for program materials to the Bar Center is at least three weeks prior to the date of the program.
• Materials not received by the deadline must be reproduced by you, the speaker, at your expense, in sufficient quantity for distribution to each attendee at the program. (Need to come up with a policy for late materials now that we are digital) Note that expenses will not be reimbursed in cases where materials are not submitted on time, or not submitted at all.

BIOGRAPHICAL ABSTRACT

• Please provide a biographical abstract (“bio”) to be included in the printed materials. Most bios include the following information:
  • Where you practice
  • Type of practice and areas of specialty
  • Educational background
  • Work experience
  • Articles or books published
  • Prior presentations.
Part 4

Tips for Speakers

Research has shown that people retain:

- 10% of what they read,
- 20% of what they hear,
- 30% of what they see,
- 50% of what they see and hear; and
- 90% of what they do and discuss.

To assist you in preparing for your upcoming presentation, the CLE staff offers the following guidance.

**UNDERSTAND YOUR ASSIGNMENT**

- What have you been asked to discuss?
- What will the participants be able to do after hearing your presentation?
- It is critical that your presentation conforms to the time allotted to your presentation.
- Speaking longer than your allotted time will disrupt the remainder of the program.
- Speaking shorter than your allotted time reduces the amount of CLE credit that attendees can ethically claim.

**KNOW YOUR AUDIENCE**

- Tailor the scope of your presentation to the target audience defined in the program brochure.
- If the program is designed for lawyers new to practice or to your practice area:
  - focus on the basics of the practice area;
  - define the terms and cover all of the key steps;
  - provide an example along with the definition.
- If your presentation is intended for sophisticated practitioners:
  - cover the more subtle implications of recent legal developments;
  - provide a more sophisticated approach to practice issues.
- Most of our programs are recorded; many programs at the Bar Center are webcast. Remember these participants are also part of your audience even if not physically present.
SPEAK FROM AN OUTLINE

• Use a written outline to reduce the likelihood of omitting an important point.
• List the key points.
• Introduce your subject with a brief overview of the key points.
• Close your presentation with a summary.
• Avoid reading from a script — maintain eye contact with the audience.

INCLUDE ETHICAL ISSUES AND COMMON ERRORS RELATING TO YOUR TOPIC

• Discuss practical problems even if there are no clear-cut solutions.
• Refer to relevant ethical issues.
• Cite ethical rules and principles and provide guidance on where to look for answers to questions of professional responsibility.

USE EXAMPLES, DEMONSTRATIONS AND HYPOTHETICAL CASES EMPHASIZING PRACTICAL APPLICATION

Emphasize the practical—what the lawyers in the audience will encounter 90% of the time in practice.
• Use illustrations.
• Share the lessons of your experience.
• Point out common practice pitfalls and strategies for avoiding them.
• Discuss the advantages and disadvantages of various approaches.
• Describe techniques for handling specific problems.
• Opt for typical examples rather than unique or academic hypotheticals.
• Avoid lengthy background material and historical development.
• Illustrate your talk with effective visual aids and demonstrations.

VARY YOUR PRESENTATION

• To keep your audience engaged, it may be useful to “shift gears” periodically.
• Pause or change pitch, pace or volume occasionally.
• Use an audiovisual aid.
• Interject an interesting and relevant story.
• Pose questions to the audience.
• Consider using demonstrative exhibits:
  • Charts
  • Spreadsheets
  • Diagrams
• Graphics
• Use brief illustrations from your practice.
• Take questions BUT be sure to repeat all questions so everyone knows what you are responding to. This is especially essential where the program is being webcast or recorded for a video replay.
• Be aware of your time constraints. Know how long your presentation will take.

**USE VISUAL AIDS FOR IMPACT**

• Use visual aids to enhance your presentation and clarify concepts. Please refer to “Tips for Using Visual Aids Effectively” at Part 6 in this guide for information on the use of visual aids.
• The Bar Center has sophisticated audiovisual equipment available for your use at the Bar Center. Please refer to “Facilities and Audiovisual Equipment” at Part 5 in this guide for more information.

**PRACTICE YOUR ORAL PRESENTATION**

• One key to a successful presentation is adequate preparation.
• A practice run-through will allow you to check your timing and organization and make any necessary adjustments.
• Contact your Assistant Director of CLE if you would like to borrow a DVD on how to give a CLE presentation. The advice given on the DVD can dramatically improve your presentation, which can make a significant difference in your evaluation as a speaker. If you have spoken for us before, a tape of your earlier presentation may be available for review. Contact your Assistant Director of CLE.

**CONNECT WITH YOUR AUDIENCE AND SHOW INTEREST IN YOUR SUBJECT**

• Make eye contact with the audience.
• Speak in a conversational tone.
• Avoid the extremes of reading directly from your text and sounding like a know-it-all.
• Watch for audience reaction to gauge whether they understand the material.
• Repeat important points.
• Ask the audience questions.
• Use some humor to break the ice (although jokes should be avoided).
• Show enthusiasm for the subject matter.
REFER THE AUDIENCE TO YOUR WRITTEN MATERIALS

- To the extent that your written materials expand upon or reinforce your oral presentation, tie them together with an occasional comment.
- When appropriate, urge the audience to look at particular items in the written materials.
Part 5

Facilities and Audiovisual Equipment

CLE holds many programs at our Bar Center, located at 8000 Weston Parkway in Cary. Our auditorium seats approximately 160 people. Our conference rooms can seat up to 90 people. These rooms are used for breakout sessions. CLE also conducts programs at hotels and conference centers to serve attorneys throughout the state.

Audiovisual equipment is also available for programs located outside of the Bar Center. However, please notify your Assistant Director of CLE of your audiovisual needs at least two weeks in advance of the program so that the appropriate equipment can be ordered and made available for your use on the day of the program. Last-minute requests for audiovisual aids may not be accommodated.

EQUIPMENT

- The audiovisual equipment described below is available for programs held at the Bar Center.
- In addition to electronic equipment, we can provide flipcharts and easels.

POWERPOINT

- A LCD projector is installed in our auditorium.
- A computer, located in the podium, is also available for use.
- Instructors may bring their own laptop computers if they wish.
- Not all computers are compatible with CLE’s equipment. Instructors are strongly advised to perform a compatibility test on-site prior to the day of the program. Contact our Distance Learning Coordinator at (919) 677-8745 ext. 223 to make an appointment.

DVD PLAYER

- A DVD player is available for use in the auditorium and in our conference rooms.
• In the auditorium, the speaker may start and stop the DVD from the podium.
• In our conference rooms, videos can be displayed on a drop down screen. A remote control is available for the presenter’s use.

**TECHNICAL ASSISTANCE**

• We encourage instructors to familiarize themselves with the equipment and to practice using it before the program.
• You may arrange an appointment for on-site guidance on the use of the equipment prior to the program. For further information, contact our Distance Learning Coordinator at (919) 677-8745, ext. 223.
Part 6

Tips for Using Visual Aids Effectively

Audiovisual aids can greatly enhance your presentation. Good use of visuals can reinforce the learning experience, but poor use of visuals can actually detract from a presentation. The following tips have been collected to help you incorporate visual aids into your presentation.

**PRACTICE USING YOUR VISUAL AIDS PRIOR TO YOUR PRESENTATION**

- Using visual aids is a learned skill.
- Practice using the tool when you practice giving your presentation.
- Use a cordless microphone when using visual aids. The Distance Learning Coordinator can provide you with one for programs at the Bar Center. Please let the Program Assistant know if you prefer a cordless microphone.

**COMMUNICATE A SINGLE IDEA WITH EACH VISUAL**

- Illustrating a single idea is the most effective use of a visual.
- Limit text to no more than five lines – three is better
- Use large font – no smaller than 16pt (the size of this paragraph heading)
- Expecting the audience to read an entire form or document from their seats will only detract from your presentation.
- Use color combinations that make the presentation easy to read
- Change visual images every 30–45 seconds.
- If you have no additional visuals to present, blank the screen or turn off the overhead projector.
PROVIDE COPIES OF OVERHEADS OR SLIDES

- If you are using a PowerPoint presentation or overheads, provide us with copies for publication in the program materials in accordance with the deadlines set out in your speaker letter.
- PowerPoint presentations **must be submitted 72 hours** before the program so they may be available to participants watching the program via webcast.
Part 7

Administrative Matters

We appreciate you taking the time to both speak at one of our CLE programs and to write a manuscript in support of your topic. While we are not permitted to pay honoraria to attorneys licensed in North Carolina that speak for us, we are able to offer you a few limited “perks” for your efforts.

PROGRAM FEES

- Speakers receive a complimentary registration and **do not** have to register for the program, provided they speak for more than 30 minutes and provide a manuscript.
- The NCBA will pay the North Carolina State Bar mandatory CLE fees associated with their participation in the program.

SPEAKER CREDIT

- Speakers and panelists will receive six hours of CLE credit for each hour of presentation time in addition to hour-for-hour credit for additional time actually spent in the program.

EXPENSE REIMBURSEMENT

- The NCBA will reimburse Speakers for direct expenses while participating in this project subject to a program cap and certain limitations. To receive reimbursement, speakers must speak for at least 50 minutes.
- Submitted expenses must be held to less than $350 per person, including lodging, meals, and travel. Detailed receipts must be included with the submission.
- No reimbursement will be made for alcoholic beverages.
- Travel by private automobile is reimbursed at the IRS per mile rate.
- Reimbursement for gratuities is limited to eighteen percent (18%).
- When multi-day programs are held at remote locations (i.e. not the NC Bar Center in Cary), the Assistant Directors of CLE will determine any speaker fees in excess of $350 as follows:
○ In no event should the reimbursement fee exceed $675, unless there is a sponsor to cover the increased amount.
○ No more than one night at the host hotel will be approved at the NCBA room block rate.
○ Meals will be reimbursed up to a cap of $100 per day, after considering meals that are provided during the program.
○ Mileage will only be reimbursed if the speaker has traveled in excess of 25 miles to the program.
  • In limited situations, a one-day program will be eligible for reimbursement in excess of $350, with the advance approval of the CLE Director.
  • The NCBA cannot reimburse for research, telephone calls, conference calls, faxing, administrative support, or for spouse’s expenses.

**EXPENSE CLAIMS**

- Claims must be filed within **sixty days** from the date of the program.
- Use the reimbursement request form provided.
- Expenses incurred in May or June must be submitted no later than June 20 in order to be accounted for in the proper fiscal year.
- Requests not made in the time frames outlined in this section will not be paid.

**RECEIPTS**

- The NCBA prefers receipts for all expenses for which reimbursement is requested but only requires receipts for items $25 or more.
- Recognizing that there are times when obtaining a receipt is difficult and awkward, under special circumstances the NCBA will make reimbursement for an expenditure without a receipt, but documentation must include a description of that which was purchased, why it was purchased, and an explanation of why no receipt is available.
- For NCBA non-reimbursable expenses, (i.e. over the cap or donated) the IRS requires the following information for all expenditures of $25 or more:
  • The business purpose.
  • Date and location.
  • Names and positions of individuals entertained, if applicable.
- Requests for reimbursement submitted without the proper documentation will not be paid until the proper documentation is presented. If proper documentation is not submitted within 60 days following the program, the request will not be paid.
Part 8

On the Day of the Program

The time has come for your presentation. Here are some last-minute reminders:

• Unless otherwise arranged, arrive at the program site at least 15 minutes before the program, or at least 15 minutes before your segment begins. If you need to set up your audiovisual presentation, arrive before the program starts in the morning; before lunch or a break to allow time for equipment setup.

• Notify your Program Planner and Assistant Director of CLE or his or her assistant if you do not intend to arrive before the program or if you will be late.

• Check in at the registration desk. This gives us the opportunity to greet you, confirm that you have everything you need for your presentation and provide you with copies of the agenda.

• When it’s your turn to speak, relax! The audience will appreciate you most if you are prepared, comfortable and speaking naturally.

• Feel free to ask the CLE staff for assistance. We appreciate your generosity and we want to make this a rewarding experience for you.
APPENDIX A

Sample Scope Note and Program Materials

Section 1
UNDERSTANDING CAPITAL STRUCTURES
Peter M. Rosenblum
Foley, Hoag & Eliot LLP, Raleigh

I. SCOPE NOTE
This article sets forth the simplest model for categorizing the securities that make up a business’s capital structure; that is, by distinguishing between debt and equity securities. Beginning with equity and then moving on to debt securities, Part II presents the five or six characteristics of each structure that are most significant in a general business environment. Part III discusses basic concepts that should be applied in the planning and development of capital structures. Part IV covers capital structures that are debt/equity hybrids, including “bond-like preferred stock” and “debt with an equity kicker.” Part V lists and discusses several devices, such as stockholder voting agreements and voting trusts, used by stockholders in a corporate context to gain voting control and to accomplish such objectives as preventing a merger or creating a deadlock of a board of directors that can result in dissolution of the entity.

II. BASIC CAPITAL COMPONENTS OF AN ENTERPRISE
The conventional division of securities comprising an enterprise’s capital structure categorizes the securities as either debt or equity. In this very simple model, debt and equity are identified by certain fundamental characteristics. The specific defining characteristics may vary depending on the person performing the analysis and the purpose for which it is being performed. Thus, a tax lawyer and a bankruptcy lawyer may reach different conclusions about the boundary between debt and equity for their purposes.

A. Equity
1. Permanence of Investment
Ordinarily, parties to an enterprise expect that most of the equity securities of the enterprise will remain outstanding for the duration of the enterprise. The enterprise’s equity is the bedrock foundation for its capital structure.
   a. Lenders
      (1) Lenders to the enterprise will want to treat …
(2) Borrowers will want to ensure …
APPENDIX B

Speaker Timeline

Volunteer Speaker Timeline

*Prior to Program Date . . . You Should Do This*

20 WEEKS

- Participate in the program planning meeting to determine program content, format and your speaking and writing assignments.

8 WEEKS

- Submit to **program planner:**
  - the draft of your written materials
- Submit to the **CLE staff:**
  - publishing acknowledgment form,
  - copyright permissions
  - biographical abstract for inclusion in written program materials.

3 WEEKS

- Final version of manuscript due to **CLE staff.**

2 WEEKS

- Order audio/visual equipment.

1 WEEK

- Participate with the Program Planner in the final “program review” and coordinate presentations.
- Submit your PowerPoint Presentation