

OUR PRACTICE

Corporate Services

Strong corporate governance is essential to enable companies to meet regulatory expectations and to control legal risks inherent in the financial services industry. Likewise, in negotiating contracts with various third parties, it is critical for such contracts to clearly allocate risk in accordance with both the parties' business arrangements as well as regulatory requirements. Baker Donelson's team provides on-going advice to clients in forming and maintaining corporate organizational structures and business contracts to address these needs.

As part of our desire to help clients keep their bank directors updated, we conduct training for bank boards of directors on fiduciary duties and other legal topics. We also provide data storage and material management.

Our corporate services include:

- Drafting organizational documents, such as charters and bylaws for corporations and articles of formation and operating agreements for limited liability companies, that comply with corporate and regulatory requirements and reflect best practices for organizational purposes.
- Advising boards of directors with respect to their fiduciary duties, especially regarding the enhanced obligations of financial institutions and interactions with government regulators.
- Assisting clients in the development and revision of business plans, capital plans, and operating policies and procedures.
- Advising on vendor and customer agreements, including provisions required in vendor contracts by regulatory bulletins and policy statements, and legal provisions such as appropriate arbitration clauses.
- Advising boards and management on the legal risks of third party vendor technology and outsourcing operations.
- Negotiating data processing agreements, hardware and software licensing, online payment functionalities, purchasing cards (credit, debit, private branded, stored value) and call-center agreements.
- Advising financial institutions on expansion alternatives, including branching, loan production offices, interstate banking, charter sales, and new products and services.
- Drafting and monitoring banking legislation in Washington, D.C., and Tennessee on behalf of clients and as a member of the Tennessee Bankers Association's Government Relations Committee and the Lawyers Committee.
- Advising financial institutions regarding insurance bond claims for customer or employee malfeasance or fraud.
- Advising clients on employee contracts, including benefit plans, severance agreements, golden parachutes and general employment situations.
- Providing federal and state tax planning advice for both multi-state and community-based financial institutions, including advice on ownership reorganization and estate planning aspects.
- Preparing information privacy and security compliance plans and audits, advising and facilitating security incident response plans, and preparing document retention and destruction programs.
- Advising clients on intellectual property issues, such as patent, trademark and copyright filings, including securing federal trademark registrations with the U.S. Patent and Trademark Office (USPTO) that are unique to the financial services industry.

Related Services

In addition to assisting clients in the financial services industry with general corporate laws, our team provides [Regulatory and Compliance Services](#), [Merger and Acquisition Services](#) and [Capital Raising Services](#).

For more information about Baker Donelson's experience and attorneys who advise clients on all aspects of corporate law, please refer to the description of our [Commercial Transactions and Business Counseling](#) practice group.



Representative Matters

- Provide ongoing general corporate advice for more than 65 community banking clients, effectively serving as their general counsel for all legal matters.
- Defended a client in a shareholder derivative action claiming damages of \$10 million from breach of director fiduciary duties.
- Provided recommendations to Tennessee banking clients on revisions to corporate governance documents to align corporate documents with recent changes in the Tennessee Business Corporation Act.
- Drafted and assisted with the implementation of capital restoration plans for community bank clients.
- Represent compliance service companies in their corporate work, and provide compliance forms and recommendations to their clients.
- Represented multiple bank clients in the sale and transfer of mortgage servicing rights and modification of such agreements.
- Negotiated various vendor contracts, including data processing contracts, advised clients on particular provisions required by bank regulators to be included in such contracts.
- Engaged by a trust-only federal savings bank client with offices in more than 15 states to analyze and evaluate whether to convert to a state chartered trust company, and if so, which state would be the best state to hold a state trust charter.