



Kellie L. Newton

PARTNER

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BIOGRAPHY

With more than 30 years of experience providing legal counsel and strategic guidance to nonprofit organizations and privately held companies, Ms. Newton is a trusted adviser to corporate boards and executive managers. She has significant experience serving in the role of outside general counsel to multiple entities and organizations and has been recognized by *The Legal 500* and *Chambers USA* for her M&A work for middle-market clients.

Ms. Newton advises on a complete range of corporate and business matters, including complex commercial transactions, governance, board presentations, litigation management, mergers, acquisitions, strategic alliances, regulatory compliance, real estate, investigations, federal and state rulemaking proceedings and employment matters. Her wide-ranging industry experience includes advising hospitals and healthcare systems, educational institutions, trade associations, public charities and foundations, and other nonprofits such as social welfare organizations, unincorporated nonprofit associations and task forces. Additional industry sectors in which she has substantial experience include agriculture, energy, construction, chemicals, insurance, government

PRACTICES & INDUSTRIES

[Associations, Nonprofits and Political Organizations](#)

[Business and Corporate](#)

[Mergers & Acquisitions](#)

[Education](#)

[Higher Education](#)

[Healthcare](#)

[Student Housing](#)

EDUCATION

Capital University Law School,
1984, J.D.

Dickinson College, 1981, B.A.

ADMISSIONS

District of Columbia
Pennsylvania

contracts, consulting, recycling and high-end consumer goods.

In addition to her years in private practice, Ms. Newton has served as in-house counsel with two major for-profit corporations, providing her a client's perspective on the need for legal services that are efficient, cost-effective and practical.

MEMBERSHIPS & ACTIVITIES

- Dickinson College, Trustee, Vice Chair of Enrollment, Facilities/Student Housing, Advancement and Honorary Degree Committees (2005 - 2021)
- Dickinson College, Emerita Trustee
- Montgomery County (Maryland) Humane Society, Inc., Board Member (2012 - 2015)
- Veritas Farms, Inc., Board Member (2019 - 2022)

NONPROFIT ORGANIZATIONS

Represents nonprofit and tax exempt entities in all aspects of their organization and operations. Representative work includes:

- Closing a merger of two 501(c)(3) entities at the end of 2021 to create an opportunity for broader and more extensive resources to support its research based and educational programming
- Negotiated and currently working to close the merger of two large national service related 501(c)(3) entities organized in two different jurisdictions
- Assisted with the merger of two allied industry associations in 2022 to increase value to its combined membership, create a balanced structure for allocation of resources, streamline governance and maximize operating efficiency and effectiveness
- Provided strategic guidance and corporate governance advice to large public university for the restructuring of its real estate, fundraising and research affiliates
- Assisted new trade association in development of governance framework and to establish and implement all policies and procedures of the organization
- Prepared comments in US Department of Treasury rulemaking proceeding in an effort to preserve tax status of association

- Assist public charity whose mission is to support research in a chronic disease by developing programming to license data for use in clinical trials
- Developed taskforce charter, policies and member agreement for a professional society
- Set guidelines and best practices for members of a professional society to facilitate the exchange of data
- Represented national trade association of chemical manufacturers in the development of standards used worldwide to evaluate risk of exposure to products
- Assisted professional society in preparation of certification handbook and editorial policy for professional journal

MERGERS AND ACQUISITIONS, STRATEGIC ALLIANCES AND COMBINATIONS

Represents corporations and other business entities in all aspects of mergers, sales and other strategic combinations, including planning and closing of transaction and drafting and negotiations of all required documentation. Representative transactions include:

- Represented private secondary school in negotiations and sale of assets
- Managed team in representation of officers in acquisition of their employer (a large government contracts services firm), subsequent formation of subsidiaries and with foreign expansion
- Handled merger of multiple subsidiaries into parent of large nonprofit hospital system in anticipation of combination with another hospital system
- Led association of medical service providers in strategic venture funded by US CDC to provide life-saving medical services in Sub-Saharan Africa
- Negotiated disassociation of affiliated public charity from publicly traded mass media company
- Represented certification organization's merger with a similar organization in order to increase program services to combined membership

GOVERNANCE AND BOARD ISSUES

- Provides advice regarding corporate governance issues including development, audit and amendment of governance documents including bylaws, policies, committee charters, codes of conduct, Board training and counseling regarding ethical and fiduciary responsibilities
- Drafted documents, prepared board presentations and managed process to implement corporate governance restructuring to align nonprofit association of specialty product manufacturers with its mission
- Undertook extensive audit of international association's governance procedures at the request of the entity's Chair and provided recommendations to improve efficiency and effective board leadership
- Provided strategic guidance and corporate governance advice to large university foundation for restructuring of its affiliated entities to align with the university's priorities
- Managed merger of multiple subsidiaries into parent of large hospital system in anticipation of combination with another hospital system

OTHER

- Drafts wide range of agreements of all types including employment, nondisclosure, noncompete, affinity, hotel and meeting, independent contractor and consultant, and services agreements; settles disputes accordingly
- Member of the firm's Coronavirus Aid, Relief, and Economic Services Act (CARES) team and provides guidance to clients regarding the Payroll Protection Program (PPP), Economic Injury Disaster Loans (EIDL) and tax relief under CARES and the Families First Coronavirus Response Act (FFCRA)
- Successfully settled state tax and licensure audit of manufacturer and importer of luxury goods
- Settled dispute resulting from early termination of commercial real estate lease and negotiation of new office facility with build-out

- Represented service provider with investigation of sexual harassment charges against executive employee, termination of employee and settlement of claim of improper dismissal
- Led development of software used to evaluate risk of exposure to industry members' products
- Represented client in termination of defined benefit plan and successful resolution of IRS investigation following termination
- Managed employee terminations with severance in anticipation of sale of subsidiary
- Assisted one of the largest distributors of chemical products in North America with structure and implementation of a supply and distribution network in South America

INSIGHTS

Presenter: "Legal Track: Mergers and Acquisitions", Nonprofit Legal, Finance, and Grants Conference (April 6-7, 2023)

Co-Presenter: "What Are the Key Legal Issues I Need to be Aware of as a CEO?," Webinar (January 12, 2023)

Co-Presenter: "Looking Ahead: Top Legal Risks and Management Solutions for Associations in 2021," Webinar, ASAE Finance and Business Operations Professionals Community (April 27, 2021)

Co-Presenter: "Looking Ahead: Top Ten Legal Risks and Management Solutions for Associations in 2021," Webinar (January 28, 2021)

Presenter: "Board Conflicts of Interest," Maryland Association of Certified Public Accountants' Annual Government & Not-for-Profit Virtual Conference (September 17, 2020)

Co-Presenter: "Upset and Reset: Association Affiliations and Mergers," Webinar (September 9, 2020)

Co-Host: "Associations Creating Community Globally" Podcast, American Society of Association Executives (ASAE) Great Ideas Conference (March 1-2, 2020)

Co-Author: "Tax Implications of Coronavirus Pandemic," Client Alert

Author: "California - Are Your Independent Contractors Really Employees?" Whiteford Nonprofit Law Group Newsletter (October 2019)

Author: "South Dakota v. Wayfair — Opening the Door for Imposition of State Sales' Tax on Interstate Sales" Whiteford Nonprofit Law Group Newsletter (July 2018)

Editor: Whiteford Nonprofit Law Group Newsletter