

Tax Ethics

Mondays, 5:30–7:30 p.m. | University of Houston Law Center | Fall 2026

Bettina Nadler, Adjunct Professor	Mariam Abdelmalak, Adjunct Professor
BMNadler@cougarnet.uh.edu 713-320-7091	MGAbdelm@cougarnet.uh.edu 832-212-2918

Required Course Materials

- Arthur Dellinger et al., Practical and Ethical Guidelines for Building a Successful Tax Practice (Carolina Academic Press 2026) (ISBN 978-1-5310-3472-6).
- Treasury Department Circular No. 230, 31 C.F.R. Part 10, including any assigned proposed amendments or OPR materials.
- ABA Model Rules of Professional Conduct and assigned ABA Formal Opinions.
- Internal Revenue Code provisions, cases, articles, and other materials assigned in Canvas.

Note: The textbook is not published yet. . Page assignments refer to the printed page numbers and may be adjusted if the final bound edition differs from the advance copy.

Please note that the instructors may need to make modifications to the course syllabus. Notice of such changes will be announced as quickly as possible through email.

We are working with the publishers to get copies of the first few chapters to distribute to the class if the book is not yet out.

Course Description

This course covers the tax ethics and professional responsibility of the tax attorney. We will examine and review the interaction of various laws, regulations, rules, and cases which govern the professional conduct of the tax attorney and other tax professionals. At the end of this course the student should understand the role of the tax lawyer in the practice of tax law; the rules and regulations which govern the professional ethics and responsibility to the client and the legal system in the area of tax practice.

Course Format

Class will be in-person, unless weather or other circumstances require that we meet virtually. In the event of flood watches or other weather alerts, please check your university email to confirm whether class will be held virtually.

Learning Objectives

- Identify which professional standards govern lawyers, CPAs, enrolled agents, return preparers, and other participants in federal tax practice.
- Understand the purpose and remedies of each of the various standards, rules, laws, etc.
- Distinguish duties owed to clients, tribunals, the IRS, employing organizations, and the tax system.
- Assess aggressive tax planning and advocacy through competing models of the tax lawyer's professional role.
- Apply professional responsibility authorities to complex, realistic tax practice problems and communicate a defensible course of action.

Assessment and Grading

Final grades will be based on the student's final examination grade as adjusted for class participation. The final examination will be anonymously graded, timed, and in-person. Students will be allowed to bring in

paper copies of any required reading for the course and the student's own notes but will not be allowed to reference other paper or electronic materials.

Exceptional or deficient class participation may affect the final grade by a third of a letter grade (e.g., changing a final grade of B to B+ or B-). Exceptional participation means sustained, well-prepared contributions that materially advance class discussion. Deficient participation means repeated instances of the following: tardiness, lack of preparation, non-responsiveness when called upon, or failure to participate in assigned exercises.

Attendance

Class attendance is required. Attendance will be recorded using a roll call sheet passed around at the beginning of each class. Unexcused tardiness exceeding 15 minutes will count as absence. The instructors will notify the Office of Student Affairs of any student exceeding two absences. As noted in the student handbook, [link](#) (page 6), the Law Center has a minimum 80% attendance policy for students. A student experiencing illness or personal circumstances that affect attendance should contact the instructors promptly and comply with applicable documentation requirements.

Class Preparation

Students must complete the assigned reading before class and be prepared to discuss the textbook problems, cases, and supplemental materials. Classes will combine lectures and class exercises. The instructors may modify assignments in writing as materials are updated or new authorities arise.

Students are to prepare for each class by reading the entire assignment for the day before attending class. We plan to cover one assignment per class period. However, there will be days when it may take us more or less than one class period to cover an assignment. You are responsible for keeping track of what assignment number we are on throughout the semester. We will do our best to tell the class if we think we will not reach or complete the next day's assignment. If you miss a class meeting, it is your responsibility to check with a classmate to determine whether the class finished the entire assignment on the day you missed.

Use of Artificial Intelligence

Generative artificial intelligence is a form of machine learning that creates new and original output based on the data it has been trained on or has access to, employing algorithms to generate content in response to prompts. Examples of the technology include what are known as generative "large language models" (LLMs). Two well-known LLM implementations are ChatGPT and Claude. LLM output can include text, images, music, code, and more. This syllabus policy covers the textual output of generative LLMs (AI-Generated Work Product)—which can include computer code or programs and human-language content. Because AI-Generated Work Product can often mimic human intelligence, it could potentially be used as a substitute for a student's own work product. Such use is potentially problematic to the extent that it becomes a substitute for internalized student understanding of the material or creates a dependency on AI-Generated Work Product, which may be strictly prohibited in settings that include the bar examination.

Prohibition:

Subject to the exceptions immediately below, your continuing enrollment in this course constitutes your pledge not to generate or to use any AI-Generated Work Product—whether from yourself or others—in relation to any assessment in this course. The term "assessment" means any graded or ungraded work

product for this course that is submitted to the instructor, presented in a class session, or used in an oral or written graded assessment for this course.

Exceptions:

The following AI-Generated Work Product uses are exceptions to the preceding prohibition. The exceptions' intent is to allow the generation and use of AI-Generated Work Product for specific, narrowly defined activities related to this course.

- You may generate and use AI-Generated Work Product for class preparation, although you must disclose the full extent of that use if your instructor asks. You may generate and use AI-Generated Work Product for study supplements to aid with general understanding of course content. This could take different forms that include creating examples or explanations of a concept, generation of diagrams and flow charts, "gamification" of course content, flash cards for study, or sample questions and answers.
- You may generate and use AI-Generated Work Product for an outline that summarizes the course content.
- You may use AI-Generated Work Product for the purpose of language translation.

Mental Health and Wellness Resources

The University of Houston has a number of resources to support students' mental health and overall wellness, including CoogsCARE and the UH Go App. UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment and sadness. CAPS provides individual and couples counseling, group therapy, workshops and connections to other support services on and off-campus. For assistance visit uh.edu/caps, call 713-743-5454, or visit a Let's Talk location in-person or virtually. Let's Talk are daily, informal confidential consultations with CAPS therapists where no appointment or paperwork is needed.

Need Support Now? - If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or the National Suicide and Crisis Lifeline: call or text 988, or chat 988lifeline.org.

Title IX/ Sexual Misconduct

Per the UHS Sexual Misconduct Policy, your instructor is a "responsible employee" for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office. Please know there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/>.

Reasonable Academic Adjustment/ Auxiliary Aids

The University of Houston is committed to providing an academic environment and educational programs that are accessible for its students. Any student with a disability who is experiencing barriers to learning, assessment or participation is encouraged to contact the Justin Dart, Jr. Student Accessibility Center (Dart Center) to learn more about academic accommodations and support that may be available to them. Students seeking academic accommodations will need to register with the Dart Center as soon as possible to ensure timely implementation of approved accommodations. Please contact the Dart Center

by visiting the website: <https://uh.edu/accessibility/>, calling (713) 743-5400, or emailing jdcenter@Central.UH.EDU.

The Student Health Center offers a Psychiatry Clinic for enrolled UH students. Call 713-743-5149 during clinic hours, Monday through Friday 8 a.m. - 4:30 p.m. to schedule an appointment.

The A.D. Bruce Religion Center offers spiritual support and a variety of programs centered on well-being.

The Center for Student Advocacy and Community (CSAC) is where you can go if you need help but don't know where to start. CSAC is a "home away from home" and serves as a resource hub to help you get the resources needed to support academic and personal success. Through our Cougar Cupboard, all students can get up to 30 lbs of FREE groceries a week. Additionally, we provide 1:1 appointments to get you connected to on- and off-campus resources related to essential needs, safety and advocacy, and more. The Cougar Closet is a registered student organization advised by our office and offers free clothes to students so that all Coogs can feel good in their fit. We also host a series of cultural and community-based events that fosters social connection and helps the cougar community come closer together. Visit the CSAC homepage or follow us on Instagram: @uh_CSAC and @uhcupbrd. YOU belong here.

Recording of Class

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the instructor. If you have or think you may have a disability such that you need to record class-related activities, please contact the Justin Dart, Jr. Student Accessibility Center. If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use instructor's recordings for their own studying and notetaking. Instructor's recordings are not authorized to be shared with anyone without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

Honor Code

The UHLC Honor Code applies to all aspects of this course. You are responsible for knowing all Honor Code provisions and for complying with the Honor Code. Please inquire if you have any questions regarding how the Honor Code's provisions apply to specific activities or situations related to this course. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

Class Schedule and Assignments

The schedule is subject to written revision. “Textbook” refers to Dellinger et al., Practical and Ethical Guidelines for Building a Successful Tax Practice. Unless explicitly excluded, read all the materials referenced at the beginning of the assigned Textbook chapter. Materials listed below may be refined after the instructors review the final published edition.

Class 1 — August 24

Engagement Letters, Client Communications, and Fees

- Textbook: Chapter 1, pp. 3–21 and Appendix 2; omit the choice-of-entity appendix.
- Discussion: What type of tax lawyer are you? Who is the client, and how should you manage the client relationship?

Class 2 — August 31

Sources of Regulation; Practice Before the IRS; Lawyers and Accountants

- Review Circular 230 as a whole; focus on §§ 10.2–10.7, 10.20–10.22, and 10.33–10.37
- Textbook: Chapter 2, pp. 29–42, 47–58, and 80–89 (federal authority, Circular 230, Model Rules, practice rights, and selected problems).
- *Grace v. Allen*, 407 S.W.2d 321 (Tex. Civ. App. 1966).

September 7

Labor Day — No Class

Class 3 — September 14

Competence, Candor, Client Communications, and Errors

- Textbook: Chapter 2, pp. 54–58; Chapter 5, assigned portions addressing practitioner standards, client errors, and written advice.
- Circular 230 §§ 10.21, 10.22, 10.34, 10.35, and 10.37; ABA Model Rules 1.1, 1.3, 1.4, 2.1, 3.3, and 4.1.
- Prepare to distinguish candor to a tribunal, duties in dealings with the IRS, and duties when a practitioner discovers a client’s prior noncompliance.

Class 4 — September 21

Tax Return Positions, Advice, and Taxpayer/Preparer Penalties I

- Textbook: Chapter 5, first half (return-preparation standards, disclosure, and taxpayer/preparer penalties), selected pages to be confirmed in Canvas.
- *Pickering v. United States*, 691 F.2d 853 (8th Cir. 1982).
- I.R.C. §§ 6662, 6664, 6694, and 6695; Circular 230 § 10.34; assigned SSTS provisions.

Class 5 — September 28

Tax Return Positions, Advice, and Taxpayer/Preparer Penalties II

- Textbook: Chapter 5, second half (reasonable reliance, written advice, opinions, and consequences of noncompliance).

Class 6 — October 5

Conflicts of Interest, Fees, and the Organizational Client

- Textbook: Chapter 4

- ABA Model Rules 1.5, 1.7–1.9, 1.13, and 1.16; Circular 230 §§ 10.27 and 10.29.

Class 7 — October 12

Confidentiality, Privilege, Disclosure, and Work Product

- Textbook: Chapter 6, pp. 195–233
- *Upjohn Co. v. United States*, 449 U.S. 383 (1981).
- ABA Model Rules 1.6, 1.9(c), 1.18, 3.3, and 4.1; I.R.C. § 7525.

Class 8 — October 19

Tax Accrual Workpapers: Textron, Wells Fargo, and Deloitte

- Textbook: Chapter 6, pp. 233–242.
- *United States v. Textron Inc.*, assigned excerpts; *Wells Fargo & Co. v. United States*, assigned excerpts; *United States v. Deloitte LLP*, assigned excerpts.
- Special instruction: use the Canvas reading guide and be prepared to compare the “because of” and “primary purpose” approaches and the consequences of disclosure to an independent auditor.

Class 9 — October 26

Tax Shelters, Aggressive Planning, and Adviser Independence

- Textbook: Chapter 7
- I.R.C. §§ 6011, 6111, 6112, 6662A, 6664, 6700, 6701, 6707A, and 7701(o)

Class 10 — November 2

Malpractice and OPR Discipline

- Textbook: Chapter 8, pp. 303–318; Chapter 9, pp. 343–390
- *Rhodes v. Batilla*, 848 S.W.2d 833 (Tex. App. 1993)
- Circular 230 §§ 10.50–10.82. Prepare to compare malpractice, bar discipline, monetary penalties, and OPR sanctions.

Class 11 — November 9

Artificial Intelligence and Technology Ethics in Federal Tax Practice

- Textbook: Chapter 10, pp. 395–406 (cybersecurity and data protection overview) and pp. 418–426 (AI section)
- IRS Office of Professional Responsibility, OPR Alert 2026-19, Introductory Guidelines for Responsible AI Use in Federal Tax Practice (June 24, 2026).
- ABA Formal Opinion 512, Generative Artificial Intelligence Tools (2024).
- Assigned sanctions decisions or orders involving fabricated AI authorities.

Class 12 — November 16

Government Lawyers, Legislative Action, and Tax Lobbying

- Supplemental readings in Canvas; no primary textbook assignment.

Class 13 — November 23

Cross-Border Ethics and Microsoft Integrated Case Study

- Textbook: Chapter 11, pp. 427–434, in full.

- Microsoft materials in Canvas. Identify the relevant facts, ethical issues, governing authorities, and recommended response. Address Model Rules, Circular 230, Code provisions, privilege, competence, conflicts, organizational-client issues, government interaction, and cross-border concerns.

Class 14 — November 30

Aggressive Tax Planning, Professional Judgment, and Course Synthesis

- Heather M. Field, Aggressive Tax Planning & the Ethical Tax Lawyer, 36 Va. Tax Rev. 261 (assigned portions).
- Course review and final-examination questions