

*the improvement of the legal profession  
through legal education*

ASSOCIATION OF AMERICAN LAW SCHOOLS

## **Mid-Year Meeting**

Conference on Business Associations:  
Taking Stock of the Field and Corporate Social Accountability

Workshop on Transactional Law

Workshop on Work Law

June 7-12, 2009  
Long Beach, California

[www.aals.org/midyear2009/](http://www.aals.org/midyear2009/)



Association of American  
Law Schools

# 2009 AALS Mid-Year Meeting

The seventh annual AALS Mid-Year Meeting will include an offering of three professional development programs, to be held June 7–12, 2009 (registration begins June 7) in Long Beach, California. Registrants can sign up for the conference, the two workshops or register for the entire Mid-Year Meeting and go to any session. The workshops and conference registration fee is discounted by 30% when signing up for the entire Mid-Year Meeting.

## Hotel

The Mid-Year Meeting sessions and sleeping accommodations will be at the Westin Long Beach Hotel, 333 East Ocean Boulevard, Long Beach, CA 90802. The room rate is \$179 for single or double occupancy. This rate is subject to a 15.045% sales tax. Children staying in the same room with their parent(s) are free of charge.

To make a reservation:

- 1) Go to [www.aals.org/midyear2009/](http://www.aals.org/midyear2009/) and click 'housing' to register online.
- 2) Call (562) 436-3000 (do not use the toll free reservation number) and specify the AALS Mid-Year Meeting to receive the special rate.
- 3) Complete the Hotel Reservation Request included in this brochure and fax the form to (562) 901-3432.

The cut-off date for making a room reservation is May 18, 2009. Please note that the cut-off date does not guarantee availability. To ensure accommodations, please make your hotel reservation early.

## Local Transportation

Long Beach Airport (LGB) is seven miles from the hotel and is served by major airlines. Los Angeles International Airport (LAX) is twenty-two miles from the hotel and is the major airport for the area. The most convenient method of transportation is by rental car from LAX. Long Beach Transit buses travel from Long Beach Airport to downtown for \$3. Shared-van shuttle services operate from Long Beach Airport to the city for \$16–\$25 and from Los Angeles International Airport for \$26–\$35. Taxi fare to Long Beach Airport is approximately \$20 each way, with an approximate 15 minute trip time. Taxi fare to LAX is \$50–\$60 each way, with an approximate driving time of 30–45 minutes.

## Child Care

Child care can be arranged through the hotel concierge. Neither the hotel nor AALS recommends these services but provides this information for your reference.

Type of Registration	Received by May 20	Received After May 20
<b>Conference on Business Associations</b>		
Faculty of Member and Fee-Paid Schools	\$535	\$595
Faculty of Non Fee-Paid Law Schools	\$585	\$645
<b>Workshops on Transactional Law and Work Law</b>		
Faculty of Member and Fee-Paid Schools	\$495	\$545
Faculty of Non Fee-Paid Law Schools	\$545	\$595
<b>Entire Mid-Year Meeting</b> (includes conference and both workshops)		
Faculty of Member and Fee-Paid Schools	\$780	\$865
Faculty of Non Fee-Paid Law Schools	\$830	\$915

## Upcoming AALS Programs

Visit [www.aals.org/calendar/](http://www.aals.org/calendar/) for more information.

### Upcoming AALS Programs

**Faculty Recruitment Conference**  
November 5-7, 2009, Washington, D.C.

**2010 Annual Meeting**  
January 6–10, 2010, New Orleans, Louisiana

**2011 Annual Meeting**  
January 4-8, 2011, San Francisco, California

## 2008 Committee on Professional Development

**Barbara Bintliff, University of Colorado**

**Dorothy Andrea Brown, Washington and Lee University**

**Laura Hines, University of Kansas**

**Frederick M. Lawrence, The George Washington University**

**Leonard L. Riskin, University of Florida**

**Catherine T. Struve, University of Pennsylvania**

**Jay Tidmarsh, Notre Dame Law School**

**Stephanie M. Wildman, Santa Clara University**

**Alfred Chueh-Chin Yen, Boston College, Chair**

# AALS Conference on Business Associations: Taking Stock of the Field and Corporate Social Accountability

**June 7-10, 2009  
Long Beach, California**

Type of Registration	Received by May 20	Received After May 20
<b>Conference on Business Associations</b>		
Faculty of Member and Fee-Paid Schools	\$535	\$595
Faculty of Non Fee-Paid Law Schools	\$585	\$645

## **Why Attend?**

Since the last AALS Conference on Business Associations in 1998, business, law, and legal education have all undergone profound change, rendering the field of business associations teaching and scholarship an even more robust and exciting one. Significant changes in business and law have included high-profile corporate failures and scandals in the U.S. and abroad; rapidly growing numbers of new, unincorporated enterprises; expanding globalization of business and capital market activities; increasing influence of private equity and the privatization of companies seeking shelter from new legislation such as the *Sarbanes Oxley Act of 2002*; and heightened focus on corporate governance, shareholder voice, environmental and other forms of sustainability, and international human rights. Likewise, law and legal education have witnessed equally significant changes during this same time that impact teaching and scholarship in the business associations area. Some of those changes include new reforms in legal education being spurred by the recent Carnegie study; advances in pedagogy gained from legal education's more vigorous engagement with teaching and learning theory and with skills education; renewed attention to ethics and professionalism; continued expansion of the diversity of scholarly approaches to the field, including empirical, psychological, historic, economic, and critical perspectives; and the growing privatization of dispute resolution, especially for business and commercial matters. Reexamination of scholarship and teaching in the business associations area is particularly imperative now in light of the recent financial crisis and the likely change of regulatory philosophy in Washington. Characteristic of the growing richness of the business associations field, the AALS received two particularly strong program proposals for this conference. Rather than choose just one, the program committee was charged with blending the two in order to better canvas the field and include a wider

array of viewpoints and topics. As a result, the 2009 AALS Conference on Business Associations will appeal to the full range of teachers and scholars working in the field, for the first time creating an opportunity for diverse theories and analyses of business associations to be in dialogue with one another. The conference will thus be useful to new and experienced teachers and scholars, as well as to those who might characterize their approach to the field as either "traditional" or as "critical" or somewhere in between. Sessions will focus on teaching and on scholarship, will feature leaders in the field and emerging voices, and will include academic as well as practice perspectives.

The substantive sessions will begin on Monday, June 8, with an opening plenary focused on the role of the basic business associations course. Senior, mid-level, and junior professors will discuss not only what is currently being included in the course but what should be in the future. Small group breakout sessions will follow the plenary to allow fuller discussion among colleagues about the content of and pedagogical approaches to the basic course. A second plenary will launch the afternoon sessions, this one devoted to pedagogical techniques and created from proposals selected through a competitive review process. Staying within the teaching methods theme, the second afternoon session will feature a choice among several concurrent sessions, including sessions on teaching and learning technology, and transactional emphasis.

**AALS 2009 Mid-Year Meeting**  
**Conference on Business Associations**

The second day of the conference, June 9, will more intentionally engage the rich diversity of thought about business associations. The opening plenary will be directed at the topic of the objectives of public companies and the important question of “who decides” what those objectives are and should be. To permit fuller discussion of this interesting issue, the plenary will be followed by small group breakout sessions about whether and how to address ideological issues in business associations courses. The afternoon of the second day will turn to scholarship, with an opening plenary on current approaches to business associations scholarship. The plenary will engage a variety of approaches, including comparative, empirical, critical, doctrinal, and economic. Concurrent sessions on each of those areas will follow in order to provide attendees the opportunity for more in depth exploration of scholarly perspectives. Concurrent session leaders will be selected from proposals submitted through a competitive review process.

The final day of the conference, June 10, will open with a plenary that directs attention to perspectives from practice. A range of practice perspectives will be featured, including government, venture capital, shareholder litigation (both plaintiff and defense), general counsel, corporate social responsibility, private equity, and small to large firm practices. Small group breakout sessions following the plenary will provide more extended opportunities for discussion with practitioners, with the plenary speakers serving as the conveners of the small groups. The afternoon presents attendees a choice of sessions, both of which are co-sponsored by other AALS sections. One track is a Workshop on Transactional Law, which focuses upon the challenge of integrating transactional law into traditional courses, including Business Associations, Bankruptcy, Commercial Law, Labor/Employment, Tax, and Intellectual Property. A second choice of track is a Workshop on Work Law, focusing on corporate law approaches for protecting employee/labor interests.

**~ Planning Committee for the Conference on Business Associations:**

Stephen M. Bainbridge, University of California at Los Angeles

Dorothy Andrea Brown, Emory University

Thomas W. Joo, University of California at Davis

Donna M. Nagy, Indiana University-Bloomington, **Chair**

Steven Ramirez, Loyola University, Chicago

Larry E. Ribstein, University of Illinois

Kellye Y. Testy, Seattle University

**Who Should Attend?**

This conference has been planned for teachers and scholars in the field of business associations (including corporate and non-corporate business forms) and related subjects (including securities regulation, corporate finance, mergers/acquisitions). The conference may also be useful to teachers and scholars working in other substantive areas in which the role and function of the business association (particularly the corporation) in society is of significant academic and/or practical interest.

**When is this Conference?**

The conference will be held at the Westin Long Beach Hotel in Long Beach, California June 7–10, 2009. The conference will begin on Sunday, June 7, with an opening reception from 6:00 to 8:00 p.m., followed by three days (June 8–10) of plenary and concurrent sessions. Starting at 2:00 p.m. on the third day, the conference will feature sessions planned in collaboration with two AALS Workshops, one on Transactional Law and the other on Work Law. In addition to the conference sessions, receptions will be held on Sunday, Monday and Tuesday evenings and luncheons will be held on Monday, Tuesday and Wednesday.

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## Program

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**Sunday, June 7, 2009**

3:00 p.m. – 7:00 p.m.

**Registration**

6:00 p.m. – 8:00 p.m.

**AALS Reception for Conference on Business Associations**

**AALS 2009 Mid-Year Meeting**  
**Conference on Business Associations**

**Monday, June 8, 2009**

8:45 – 9:00 a.m.

**Welcome**

Rachel Moran, University of California, Berkeley and  
AALS President

**Introduction**

Donna M. Nagy, Indiana University–Bloomington, Chair,  
Planning Committee for AALS Conference on Business  
Associations

9:00 – 10:30 a.m.

**Role of Basic Course: What It Is and Where It Is Going?**

William J. Carney, Emory University  
Christine Hurt, University of Illinois  
Jeffrey M. Lipshaw, Suffolk University  
Robert B. Thompson, Vanderbilt University  
Cheryl L. Wade, St. John's University  
Larry E. Ribstein, University of Illinois, Moderator

What adjustments have business associations instructors made to meet the challenge of addressing new developments and themes in the basic course? What adjustments should professors consider making? The discussion will feature long-time professors as well as professors relatively new to the academia, and will include the results of a survey conducted prior to the conference.

10:30 – 10:45 a.m.

**Refreshment Break**

10:45 a.m. – 12:00 p.m.

**Small Group Discussions**

12:00 p.m. – 1:45 p.m.

**AALS Luncheon**

The Honorable Troy A. Paredes, Commissioner, U.S.  
Securities and Exchange Commission, Washington, D.C.

2:00 – 3:15 p.m.

**Business Associations Pedagogy: Innovative Approaches to Teaching Basic and Advanced Courses**

Franklin Gevurtz, McGeorge School of Law  
Frank Partnoy, University of San Diego  
Faith Stevelman, New York Law School  
Frederick Tung, Emory University  
Charles K. Whitehead, Boston University  
Stephen M. Bainbridge, University of California at Los Angeles, Moderator

The traditional case method is tried and true for teaching the basic course and advanced corporate courses. What are some alternatives? Comparative, empirical, case study, transactional, and corporate financial approaches, among others, will be explored.

3:15 – 3:30 p.m.

**Refreshment Break**

3:30 – 5:00 p.m.

**Concurrent Sessions**

- **Case Studies in Business Associations Courses**

George S. Geis, University of Virginia  
Jacqueline D. Lipton, Case Western Reserve University  
Faith Stevelman, New York Law School, Moderator

- **Corporate Finance**

Jose M. Gabilondo, Florida International University  
Joan M. Heminway, University of Tennessee  
Frank Partnoy, University of San Diego, Moderator

- **Teaching Transactional Courses in Conjunction with Lawyers**

Robert C. Illig, University of Oregon  
Karl S. Okamoto, Drexel University  
Dorothy Andrea Brown, Emory University, Moderator

- **Transaction Approaches to Business Associations Pedagogy**

Lyman P.Q. Johnson, Washington and Lee University  
Therese H. Maynard, Loyola Law School  
Charles K. Whitehead, Boston University, Moderator

- **Teaching Business Associations Through Other Lenses**

Michael D. Guttentag, Loyola Law School  
Andrea L. Johnson, California Western School of Law  
Franklin Gevurtz, University of the Pacific  
McGeorge School of Law, Moderator  
Frederick Tung, Emory University School of Law, Moderator

5:15 – 7:00 p.m.

**AALS Reception for Conference on Business Associations**

**AALS 2009 Mid-Year Meeting**  
**Conference on Business Associations**

**Tuesday, June 9, 2009**

9:00 – 10:15 a.m.

**What are the Objectives of Public Companies and Who Decides?**

Alicia Davis Evans, The University of Michigan  
H. Kent Greenfield, Boston College  
D. Gordon Smith, Brigham Young University  
Lynn A. Stout, University of California at Los Angeles  
Kellye Y. Testy, Seattle University, Moderator

This panel will address the complex issue of the role of public companies in society. From a diverse range of perspectives, the speakers will tackle the question of what that role is (and should be) and which corporate constituents do (and should) have a voice in that decision.

10:15 – 10:30 a.m.

**Refreshment Break**

10:30 a.m. – 12:00 p.m.

**Small Group Discussions: Teaching Ideology?**

12:00 p.m. – 1:45 p.m.

**AALS Luncheon**

Lawrence E. Mitchell, The George Washington University  
The Honorable Leo E. Strine, Vice Chancellor, Court of Chancery, Delaware  
Stephen M. Bainbridge, University of California at Los Angeles School of Law, Moderator

2:00 – 3:30 p.m.

**Trends in Business Associations Scholarship**

Donald C. Clarke, The George Washington University  
Lisa M. Fairfax, University of Maryland  
Donald C. Langevoort, Georgetown University  
Kate Litvak, The University of Texas  
Hillary A. Sale, University of Iowa  
Eric L. Talley, University of California, Berkeley  
Thomas W. Joo, University of California at Davis, Moderator

This session will explore comparative, corporate social responsibility, doctrinal, economics/finance, empirical, and social science approaches to business associations scholarship. What strengths and weaknesses have each of these types of scholarship demonstrated during the last decade?

3:30 – 3:45 p.m.

**Refreshment Break**

3:45 – 5:00 p.m.

**Concurrent Sessions on Trends in Business Associations Scholarship**

- **How do Academics and Judges Value Corporate Law Scholarship?**  
Michelle Morgan Harner, University of Nebraska  
Peter B. Oh, University of Pittsburgh
- **Interdisciplinary Scholarship**  
Peter H. Huang, Temple University  
John Linarelli, University of La Verne  
Elizabeth A. Nowicki, Tulane University
- **Transaction-Focused Scholarship**  
Afra Afsharipour, University of California at Davis  
Erik F. Gerding, University of New Mexico

5:30 – 7:00 p.m.

**AALS Reception**

**Wednesday, June 10, 2009**

9:00 – 10:15 a.m.

**Perspectives from Practice**

James D.C. Barrall, Global Chair, Benefits and Compensation Group, Latham & Watkins, Los Angeles, California  
Allison Danner, Assistant U.S. Attorney, United States Department of Justice, Northern District of California, San Francisco, California  
Ben Packard, Vice President, Global Responsibility, Starbucks Coffee Company, Seattle, Washington  
Mei-lan Stark, Senior Vice President, Intellectual Property, Fox Entertainment Group, Los Angeles, California  
David R. Stickney, Esq., Bernstein Litowitz Berger & Grossman LLP, San Diego, California  
Michael A. Woronoff, Head of Corporate Securities Practice, Proskauer Rose, Los Angeles, California  
Steven Ramirez, Loyola University, Chicago, Moderator

The distinguished practitioners on this panel will focus on the following question: From the standpoint of preparing students for your practice, what would you like to see law schools doing that they are not doing, and not doing what they are doing?

10:15–10:30 a.m.

**Refreshment Break**

10:30 a.m.–12:00 p.m.

**Small Group Discussions**

**AALS 2009 Mid-Year Meeting**  
**Conference on Business Associations**

*Wednesday, June 10 (continued)*

12:00 p.m. – 1:45 p.m.

**AALS Luncheon**

2:15 – 3:30 p.m.

**Joint Plenary Sessions with Conference on Business Associations and Workshop on Transactional Law Integrating Transactional Law in the Traditional Courses**

Iman Anabtawi, University of California at Los Angeles

Joan M. Heminway, University of Tennessee

Usha R. Rodrigues, University of Georgia

Tina L. Stark, Emory University

3:30 – 3:45 p.m.

**Refreshment Break**

3:45 – 5:15 p.m.

**Transactional Scholarship in Business Associations Works-in-Progress**

**Is Breaking Up that Hard To Do?**

**Reverse Termination Fees and Board Fiduciary Duties in Private Equity Related Transactions**

Afra Afsharipour, University of California at Davis

**How Complete Are Our Capital Markets? Assessing the Role of Financial Derivatives in Going-Private Transactions**

Robert P. Bartlett III, University of Georgia

**Should Partnership Tax Define “Merger” and “Division”? (And If So, How?)**

Heather M. Field, University of California, Hastings

**The Search for an Unbiased Fiduciary in Corporate Reorganizations**

Michelle Morgan Harner, University of Nebraska

2:00 – 3:30 p.m.

**Joint Plenary of AALS Workshop on Work Law and AALS Conference on Business Associations Corporate Law Approaches to Employee/Labor Interests**

Matthew T. Bodie, Saint Louis University

Paul L. Hoffman, Schonbrun, De Simone, Seplow, Harris

and Hoffman LLP Venice, California

Cynthia A. Williams, University of Illinois

To what extent can “corporate law” approaches protect shareholder, union, and employee interests? What are the relative merits of procedural corporate governance approaches, corporate law duties, market pressure, litigation, organizing, and substantive regulation?

3:45 – 5:15 p.m.

**Small Group Discussions**

5:15 – 7:00 p.m.

**Joint AALS Reception for Conference on Business Associations, Workshop on Work Law and Workshop on Transactional Law**

# AALS Workshop on Transactional Law

June 10-12, 2009  
Long Beach, California

Type of Registration	Received by May 20	Received After May 20
<b>Workshop on Transactional Law</b>		
Faculty of Member and Fee-Paid Schools	\$495	\$545
Faculty of Non Fee-Paid Law Schools	\$545	\$595

## Why Attend?

“Transactional law” refers to the various substantive legal rules that influence or constrain planning, negotiating, and document drafting in connection with business transactions, as well as the “law of the deal” (i.e., the negotiated contracts) produced by the parties to those transactions. Traditionally, the law school curriculum has emphasized litigation over transactional law. However, many modern lawyers serve corporate clients, and a significant percentage of lawyers engage in some form of transactional practice. Hence, law schools must place greater emphasis on training law students to be transactional lawyers, and should support law faculty engaged in scholarship focused on transactional law. To this end, in 1994, the AALS held a workshop on the transactional approach to law, which sparked experimentation and innovation in teaching and scholarship related to transactional law. Since that time, there have been significant developments in transactional law. This Workshop not only will take stock of those developments, but also will enable participants to gain some in-depth perspective regarding the relative benefits and drawbacks of those developments.

Law schools have attempted to respond to the demand for increased transactional training in a variety of ways, from integrating transactional law into traditional law school courses to developing stand alone “Deals” or “Business Planning” courses. A number of law schools have developed innovative programs in transactional law. This Workshop will enable participants to discuss specific methods of teaching transactional skills with an eye towards ferreting out best practices. Should professors interested in teaching transactional law focus on substantive law, “transactional skills,” (i.e., planning, negotiating, and drafting), economic or other theories of business transactions, or all of the above? Should transactional skills be taught in separate courses or integrated into substantive courses? If taught in separate courses, should such courses be part of the first-year curriculum, integrated throughout the three years, or focused on the upper-level curriculum? How do you modify or supplement the traditional case method to teach students useful transactional skills?

The Workshop also will explore the challenges and benefits that arise for those who write or would like to write transactional scholarship. An as initial matter, the Workshop will address how best to define “transactional scholarship” in a way that accurately captures the potential breadth and depth of transactional law, and how transactional scholarship differs from traditional legal scholarship. The Workshop also will explore best practices for writing scholarship in this area, including methodologies for researching the legal, financial and practical effects of various corporate transactions. The Workshop will feature concurrent works-in-progress sessions, enabling participants to exchange ideas and insights regarding new scholarship related to transactional law.

One important goal of the Workshop is to bring together faculty from different doctrinal areas of law, including faculty who teach in the clinical setting. Transactional law touches many substantive areas of law, and it is closely identified with bankruptcy, business associations, contracts, commercial law, intellectual property, labor and employment law, securities regulation, and taxation. The Workshop will provide a unique opportunity for faculty members to make connections between their primary fields and transactional law, and thus should appeal to a broad spectrum of scholars and teachers.

## ~Planning Committee for the Workshop on Transactional Law

Lisa M. Fairfax, University of Maryland, **Chair**  
Victor Fleischer, University of Illinois  
Peter Pitegoff, University of Maine  
D. Gordon Smith, Brigham Young University  
Alfred Chueh-Chin Yen, Boston College

## Who Should Attend?

Teachers of antitrust, business associations, clinical, commercial law, comparative law, contracts, consumer law, corporate finance, employee benefits, international business transactions, international organizations, intellectual property, law and economics, professional responsibility, real estate transactions, taxation and corporate finance will find this Workshop of interest.

## When is this Workshop?

The workshop will be held at the Westin Long Beach Hotel in Long Beach, California June 10–12, 2009. The workshop will begin on Wednesday, June 10, with a plenary session starting at 2:00 p.m., followed by two full days (June 11–12) of plenary and concurrent sessions as well as small group discussions. In addition to the conference sessions, receptions will be held on Wednesday and Thursday evenings and luncheons will be held on Thursday and Friday.

**AALS 2009 Mid-Year Meeting**  
**Workshop on Transactional Law**

**Thursday, June 11, 2009**

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## Program

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**Wednesday, June 10, 2009**

9:00 a.m.

**AALS Registration**

2:00 – 2:15 p.m.

**Welcome**

Rachel Moran, University of California, Berkeley and  
AALS President

**Introduction**

Lisa M. Fairfax, University of Maryland, Chair, Planning  
Committee for AALS Workshop on Transactional Law

2:15 – 3:30 p.m.

**Joint Plenary Session with Conference on Business  
Associations and Workshop on Transactional Law  
Integrating Transactional Law in the Traditional Courses**

Iman Anabtawi, University of California at Los Angeles  
Joan M. Heminway, University of Tennessee  
Usha R. Rodrigues, University of Georgia  
Tina L. Stark, Emory University

3:30 – 3:45 p.m.

**Refreshment Break**

3:45 – 5:15 p.m.

**Works-in-Progress – Joint with Conference on Business  
Associations and Workshop on Transactional Law:  
Transactional Scholarship in Business Associations**

**Is Breaking Up that Hard To Do? Reverse Termination  
Fees and Board Fiduciary Duties in Private Equity  
Related Transactions**

Afra Afsharipour, University of California, Davis

**How Complete Are Our Capital Markets? Assessing  
the Role of Financial Derivatives in Going-Private  
Transactions**

Robert P. Bartlett III, University of Georgia

**Should Partnership Tax Define “Merger” and  
“Division”? (And If So, How?)**

Heather M. Field, University of California, Hastings

**The Search for an Unbiased Fiduciary in Corporate  
Reorganizations**

Michelle Morgan Harner, University of Nebraska

5:15 – 7:00 p.m.

**Joint AALS Reception for Conference on Business  
Associations, Workshop on Work Law and Workshop on  
Transactional Law**

9:00 – 10:00 a.m.

**What is the Big Idea?**

Scott L. Cummings, University of California at Los  
Angeles

Gaurang Mitu Gulati, Duke University

Erin A. O’Hara, Vanderbilt University

David A. Westbrook, State University of New York, Buffalo

10:00 – 10:15 a.m.

**Refreshment Break**

10:15 a.m. – 12:00 p.m.

**Concurrent Sessions**

- **Empirical Study of Contracts**

D. Gordon Smith, Brigham Young University

- **Ethics and Social Responsibility of Business  
Transactions**

Lisa H. Nicholson, University of Louisville

- **International**

David Zaring, Assistant Professor of Legal Studies,  
Legal Studies and Business Ethics Department, The  
Wharton School University of Pennsylvania

- **Legal Profession**

Karl S. Okamoto, Drexel University

- **Non-Profits**

Evelyn Brody, Chicago–Kent College of Law

12:00 – 1:45 p.m.

**AALS Luncheon**

Ronald J. Gilson, Columbia University and Stanford Law  
School

2:00 – 3:30 p.m.

**Methods of Scholarship**

Margaret M. Blair, Vanderbilt University

Russell Korobkin, University of California at Los Angeles

Frederick Tung, Emory University

3:30 – 3:45 p.m.

**Refreshment Break**

AALS 2009 Mid-Year Meeting  
**Workshop on Transactional Law**

Thursday, June 11 (continued)

3:45–5:15 p.m.

**Works-in-Progress: Innovations in Transactional Scholarship**

**Information Flow and Fraud Interdiction: An Empirical Study of Law Firm Due Diligence**

Erik F. Gerding, University of New Mexico

**Report on an Empirical Investigation of Outsourcing Agreements**

Margaret M. Blair Vanderbilt University  
Erin A. O'Hara, Vanderbilt University

**More Than Merely Incidental: An Argument for Third Party Beneficiary Rights in Inner-City Redevelopment Contracts**

Patience A. Crowder, The University of Tulsa

5:30 – 7:00 p.m.

**Joint AALS Reception for Workshop on Work Law and Workshop on Transactional Law**

**Friday, June 12, 2009**

9:00–10:00 a.m.

**Case Methods**

George S. Geis, University of Virginia  
Celeste M. Hammond, The John Marshall Law School  
Therese H. Maynard, Loyola Law School

10:00–10:15 a.m.

**Refreshment Break**

10:15–11:30 a.m.

**Teaching Innovations**

*Finance Transactions Concentration*

Thomas F. Disare, State University of New York at Buffalo

Philip Halpern, State University of New York at Buffalo

Amy Deen Westbrook, State University of New York at Buffalo

*Mittal Steel in Liberia*

Christiana Ochoa, Indiana University-Bloomington

*Teaching Transactional Business Law Skills through an Intellectual Property Lens*

Shubha Ghosh, University of Wisconsin

Speaker: Kenneth G. Dau-Schmidt, Indiana University-Bloomington

11:30–11:45 a.m.

**Refreshment Break**

11:45 a.m.–12:45 p.m.

**Small Groups on Teaching**

**Real Estate Transactions**

James C. Smith, University of Georgia

**Entrepreneurship and Intellectual Property**

Dan L. Burk, The University of Minnesota

**Corporate and Finance**

Elizabeth F. Brown, University of St. Thomas

**International and Comparative**

Franklin Gevurtz, University of the Pacific  
McGeorge

1:00 – 2:30 p.m.

**AALS Luncheon**

Speaker to be announced

# AALS Workshop on Work Law

## June 10-12, 2009

### Long Beach, California

Type of Registration	Received by May 20	Received After May 20
<b>Workshop on Work Law</b>		
Faculty of Member and Fee-Paid Schools	\$495	\$545
Faculty of Non Fee-Paid Law Schools	\$545	\$595

#### Why Attend?

The law of the workplace, including labor, employment, antidiscrimination, and employee benefits law, is an important and pervasive part of people's lives, and the social and economic culture of the United States and the world. It has also changed substantially in the last 20 years. The physical and organizational contexts in which people work and the nature of work have changed, as have workers' backgrounds, expectations, commitments, and competing obligations. The relationship between work and other fundamental social and legal regimes, such as the regulation and provision of health insurance and care and the debates around government-provided social safety nets, becomes ever more apparent as the gap widens between the haves and the have-nots in America and around the world.

These remarkable changes in the context and content of work life require significant development and reevaluation of Work Law. Labor and employment litigation now accounts for about 12 to 14 percent of the federal courts' docket. Work law scholarship is increasingly empirical, interdisciplinary, and international. The teaching of Work Law has expanded, even while several of the traditional law school courses that comprise the field have undergone dramatic changes in the last several decades. Labor Law, traditionally focused on collective bargaining in an industrial economy, has been transformed by the globalization of the economy and the diversity of the workforce to include issues of race, gender and immigration status. The at-will paradigm that dominated Employment Law has been modified in important respects by case law and a proliferation of statutes that apply to individual employees. And the content of Employment Discrimination courses has grown with the enactment of new federal and state laws, including those prohibiting discrimination based on disability and sexual orientation, and the adoption of new frameworks for analyzing forms of discrimination, and institutional dynamics that affect the law. Laws regulating leave, benefits, wages and hours, and a host of other issues have grown and changed. Finally, international issues now

find their way into Work Law courses, and are now forming the basis for casebooks and stand-alone courses.

Participants in the 2009 Workshop on Work Law will have a chance to consider these and many other topics. The panels will appeal to law teachers in a diverse group of fields. Panels will address the institutional dynamics of the discrimination law, how Work Law teachers are incorporating the findings of the Carnegie Report into their teaching, and recent Supreme Court decisions.

The Workshop on Work Law will overlap with a Conference on Business Associations and a concurrent Workshop on Transactional Law. We think scholars and teachers in diverse and related areas will make connections between their primary fields and Work Law. It is our hope that by attending you come away from the conference with new ideas for your scholarship and teaching.

#### ~Planning Committee for AALS Workshop on Work Law

Anthony Baldwin, Mercer University  
Catherine L. Fisk, University of California, Irvine (at Duke  
University when Planning Committee met)  
Ruben J. Garcia, California Western School of Law, **Chair**  
Harry G. Hutchison, George Mason University  
Kevin R. Johnson, University of California at Davis  
Michael L. Selmi, The George Washington University  
Jay Tidmarsh, Notre Dame Law School

#### Who Should Attend?

Teachers of Business Associations, Employee Benefits, Employment Discrimination, Immigration, Labor Law, Minority Groups and Workers Compensation will find this workshop of interest.

#### When is this Workshop?

The workshop will be held at the Westin Long Beach Hotel in Long Beach, California June 10-12, 2009. The workshop will begin on Wednesday, June 10, with a plenary session starting at 1:45 p.m., followed by two full days (June 11-12) of plenary and concurrent sessions as well as small group discussions. In addition to the conference sessions, receptions will be held on Wednesday and Thursday evenings and luncheons will be held on Thursday and Friday.

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## Program

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Thursday, June 11, 2009

### Wednesday, June 10, 2009

1:45 – 2:00 p.m.

#### Welcome

Rachel Moran, University of California, Berkeley and  
AALS President

#### Introduction

Ruben J. Garcia, California Western School of Law and  
Chair, Planning Committee for AALS Workshop on  
Work Law

2:00 – 3:30 p.m.

#### Joint Plenary of AALS Workshop on Work Law and AALS Conference on Business Associations

#### Corporate Law Approaches to Employee/Labor Interests

Matthew T. Bodie, Saint Louis University  
Paul L. Hoffman, Esquire, Schonbrun, De Simone,  
Seplov, Harris and Hoffman LLP, Venice, California  
Cynthia Williams, University of Illinois

This panel will look at the opportunities for convergence of  
shareholder, union and employee interests.

3:30 – 3:45 p.m.

#### Refreshment Break

3:45 – 5:00 p.m.

#### Changing Nature of Contemporary Employment Discrimination

Samuel R. Bagenstos, Washington University  
William T. Bielby, Ph.D., University of Illinois,  
Department of Sociology, Chicago, Illinois  
Leticia Saucedo, University of Nevada, Las Vegas  
Vicki Schultz, Yale Law School

This panel will explore the emerging issues in employment  
discrimination relating both to the changing demographics  
of the workplace and the evolving nature of discrimination.  
Panelists will also discuss issues that arise in challenging  
contemporary employment discrimination.

5:15 – 7:00 p.m.

#### Joint AALS Reception for Conference on Business Associations, Workshop on Work Law and Workshop on Transactional Law

9:00 – 10:15 a.m.

#### How Does Law Change Organizational Culture? The Problem of Compliance with Workplace Law

Robert Belton, Vanderbilt University  
Lauren B. Edelman, University of California, Berkeley  
Susan P. Sturm, Columbia University

One of the largest issues in labor and employment law is the  
question of compliance; there are extensive and detailed laws  
regulating the work relations and yet evidence suggests that  
some firms do not comply with some laws. This panel offers  
recent empirical evidence on the question of whether, why,  
and how firms comply with employment laws and how legal  
rules do or do not change organizational structure and culture.  
The panel will also discuss how courts consider the question of  
noncompliance in crafting legal rules.

10:15 – 10:30 a.m.

#### Refreshment Break

10:30 a.m. – 12:00 p.m.

#### Small Group Discussions on Conducting Empirical Research on the Workplace

Four scholars who conduct different kinds of empirical studies  
of the workplace and of organizational change in response to  
anti-discrimination laws will lead break out sessions in which  
participants can discuss how to design and conduct empirical  
research on the workplace.

12:00 – 1:45 p.m.

#### AALS Luncheon

#### Teaching Work Law Through Simulation and Other Skills-Oriented Methods

Richard A. Bales, Northern Kentucky University  
Mark W. Bennett, Judge, United States District Court,  
Northern District of Iowa Sioux City, Iowa  
Roberto L. Corrada, University of Denver  
Steven L. Willborn, University of Nebraska

What are we, as labor and employment law professors, doing  
right and what we are doing wrong? Is our scholarship relevant  
to the practicing professional community? How about the  
curriculum that we teach? Are the graduates we let loose on  
the world equipped to handle today's labor and employment  
practice?

## AALS 2009 Mid-Year Meeting

### Workshop on Work Law

Thursday, June 11 (continued)

2:00 – 3:30 p.m.

#### **National Origin and Immigration**

Sameer Ashar, City University of New York School of Law  
at Queens College  
Christopher David Ruiz Cameron, Southwestern Law  
School  
Camille G. Rich, University of Southern California

This session will explore recent developments in employment discrimination in national origin, broadly defined to include discrimination based on non-English language abilities and other proxies for race and national origin.

3:30 – 3:45 p.m.

#### **Refreshment Break**

3:45 – 5:15 p.m.

#### **Supreme Court Update and Legislation**

David L. Gregory, St. John's University  
Sharona Hoffman, Case Western Reserve University  
Thomas C. Kohler, Boston College  
Paul M. Secunda, Marquette University Law School

The economy, immigration, labor standards and health care are among the issues pressing a new President and Congress. Panelists will examine new laws and pending legislation on these and other Work Law topics.

5:30– 7:00 p.m.

#### **AALS Joint Reception for Workshop on Work Law and Workshop on Transactional Law**

### Friday, June 12, 2009

9:00 – 10:15 a.m.

#### **Labor Law in the 21st Century**

Jeffrey M. Hirsch, University of Tennessee  
Judith Scott, General Counsel, Service Employees  
International Union (SEIU), Washington, D.C.  
Katherine Stone, University of California at Los Angeles  
Dorian Warren, Assistant Professor, Department of  
Political Science and the School of International and  
Public Affairs, Columbia University, New York, New  
York

This panel will address the current state of labor law in the new economy, and the prospects for labor law reform with a new administration in Washington. The panel will also assess union organizing campaigns through empirical data. All speakers are confirmed. Confirmation letters have been sent.

10:15–10:30 a.m.

#### **Refreshment Break**

10:30 a.m.–12:00 p.m.

#### **Concurrent Sessions**

- **Low Wage Work**

Scott L. Cummings, University of California at Los Angeles  
Peggie Smith, University of Iowa

A substantial and growing segment of the U.S. labor market is composed of low wage work, and that trend is likely to continue as capital seeks out low wage labor markets around the globe and US labor markets find new supplies of low-wage workers. Two scholars who have done substantial empirical work on low wage workers and the market pressures confronted by employers in low-wage sectors of the economy will discuss innovative organizing efforts and creative strategies to address the under-enforcement of law in low wage workplaces.

- **Health Benefits and ERISA Preemption**

Maria O. Hylton, Boston University  
Colleen E. Medill, University of Nebraska

12:00 – 1:45 p.m.

#### **AALS Joint Luncheon of AALS Workshop on Transactional Law and Workshop on Work Law**

Speaker to be announced

2:00 – 4:00 p.m.

#### **Concurrent Sessions**

- **Arbitration**

Michael Z. Green, Texas Wesleyan University  
Ann C. Hodges, The University of Richmond

- **Reforming the Content of Work Law Courses**

Susan Bisom-Rapp, Thomas Jefferson School of Law  
Seth D. Harris, New York Law School  
Ann Mc Ginley, University of Nevada, Las Vegas  
Joseph E. Slater, University of Toledo  
Michael J. Zimmer, Northwestern University

# AALS 2009 Mid-Year Meeting Registration Form

Please print clearly. Do not use red ink or pencil.

\*Badge name will appear as listed in the AALS *Directory of Law Teachers*

\_\_\_\_\_  
Last Name

\_\_\_\_\_  
First Name Middle Initial

\_\_\_\_\_  
Law School/Organization

\_\_\_\_\_  
Address

\_\_\_\_\_  
City State Zip

\_\_\_\_\_  
Telephone Number Fax Number

\_\_\_\_\_  
E-Mail Address Years Teaching

Type of Registration	Received by May 20	Received After May 20	Amount
<b>Conference on Business Associations</b>			
Faculty of Member and Fee-Paid Schools	\$535	\$595	
Faculty of Non Fee-Paid Law Schools	\$585	\$645	
<b>Workshops on Transactional Law and Work Law</b>			
Faculty of Member and Fee-Paid Schools	\$495	\$545	
Faculty of Non Fee-Paid Law Schools	\$545	\$595	
<b>Entire Mid-Year Meeting</b> (includes conference and both workshops)			
Faculty of Member and Fee-Paid Schools	\$780	\$865	
Faculty of Non Fee-Paid Law Schools	\$830	\$915	

### Complete This Section Only if Registering for the Workshops or the Entire Mid-Year Meeting:

Primary workshop attendance interest:

Transactional Law  Work Law

<b>Luncheon Attendance</b>	<b>Transactional Law</b>	<b>Work Law</b>
Thursday, June 11	<input type="checkbox"/>	<input type="checkbox"/>
Friday, June 12	<input type="checkbox"/>	<input type="checkbox"/>

Vegan meal (no dairy; no animal products)

### Payment Information

Check (made payable to AALS in U.S. dollars). Mail form and payment to AALS, 1201 Connecticut Avenue, Suite 800, Washington, D.C. 20036

American Express  Mastercard  Visa

**Fax to (202) 872-1829**

Print Name on Card: \_\_\_\_\_

Credit Card # \_\_\_\_\_

Exp. Date: \_\_\_ / \_\_\_

I authorize this charge on my credit card:

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Signature of Cardholder Date

## How Do I Register?

### 1. Register Online

For those in the AALS *Directory of Law Teachers*, go to: [www.aals.org/midyear/](http://www.aals.org/midyear/). You can pay the registration fee by using an American Express, Mastercard or Visa credit card.

### 2. Fax or Mail this form

You can register using the form in this brochure, or download the registration form at [www.aals.org/midyear/](http://www.aals.org/midyear/). The registration form can be faxed if paying by American Express, MasterCard or Visa to (202) 872-1829 or mailed with payment directly to AALS at 1201 Connecticut Avenue, NW, Suite 800, Washington, DC 20036

Please note that payment is necessary for admission to the Mid-Year Meeting. A confirmation letter for your paid registration will be mailed. If you have not received a confirmation letter, call (202) 296-1662 or e-mail [registration@aals.org](mailto:registration@aals.org), for verification. If your form with payment has not arrived at AALS by May 27, 2009, it will be necessary for you to register on-site. **There is an additional charge of \$25.00 to register on-site.** AALS accepts cash, personal checks, school checks, American Express, MasterCard, and Visa for on-site payment for the Mid-Year Meeting.

**Refund Policy:** The registration fee will be refunded in full for cancellations through April 23; a refund less \$50, which covers administrative costs, will be given for cancellations received April 24 through April 29; 50% of the registration fee will be refunded for cancellations received April 30 through May 6; and no refunds will be given after May 6. Contact AALS Registration at (202) 296-1662 or email [registration@aals.org](mailto:registration@aals.org).

**Disability Related Accommodations:** If you require a disability-related assistance in attending sessions, please contact the Meetings Department at AALS by April 11, 2008 at (202) 296-8851 or by email to [disability@aals.org](mailto:disability@aals.org).

## AALS 2009 Mid-Year Meeting Hotel Reservation Form

### Reservation Request

The Westin Long Beach is pleased you have chosen it for your upcoming visit.

In guaranteeing your reservation for late arrival (arrival after 6:00 p.m.) the Westin Long Beach requires that you either:

1. Make your hotel reservations online. Visit [www.aals.org/midyear2009/](http://www.aals.org/midyear2009/) and click 'housing'.
2. Send the Hotel Reservation Request Form, with check or money order covering the first night's room and tax.
3. Fax (562) 901-3432 or call the hotel at (562) 436-3000 with your reservation, along with the entire number of one of the following credit cards: American Express, Carte Blanche, Discover, Diners Club, Enroute, JCB, MasterCard or Visa. If faxing the form, don't forget the expiration date and your signature, and be sure that you receive a confirmation from the hotel.

The Westin Long Beach will not hold your reservation after 6:00 p.m. on the day of arrival without guaranteeing the reservation with one of the above methods. AALS encourages you to guarantee your room because an unexpected arrival after 6:00 p.m. will result in a cancellation of the reservation. Deposits will be refunded only if cancellation notification is received by the hotel by 6:00 p.m. on the day of arrival.

**Single/Double:** \$179 for single or double occupancy; plus 15.045% sales tax.

**CUT-OFF DATE: May 18, 2009**

Check-in time is 3:00 p.m. and check-out time is 12:00 p.m.

**Making a reservation prior to the cut-off date does not guarantee availability of the AALS rate. To ensure accommodations, please make your hotel reservation early.**

### Hotel Reservation Request

Westin Long Beach  
333 East Ocean Boulevard  
Long Beach, California 90802  
Call (562) 436-3000 or Fax (562) 901-3432

Guest Name \_\_\_\_\_

School \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Telephone Number \_\_\_\_\_

Fax Number \_\_\_\_\_

Arrival Date and Time \_\_\_\_\_

Departure Date and Time \_\_\_\_\_

I will arrive at the hotel after 12:00 midnight

Number of people in room:  1  2  3  4

Share With: \_\_\_\_\_

Bed Type Preference:  King  Double (2 beds)

Remarks/special needs:

\_\_\_\_\_  
If anyone in the room has a disability, please indicate the nature of the disability and any special accommodations needed: \_\_\_\_\_

**Single/Double:** \$179 for single/double occupancy; plus 15.045% sales tax

**CUT-OFF DATE: May 18, 2009**

I would like to guarantee for arrival after 6 p.m.

Deposit Enclosed:  Check or Money Order

American Express  Diners Club  Carte Blanche

Discover  JCB  MasterCard  Visa

Number: \_\_\_\_\_

Exp. Date: \_\_\_ / \_\_\_ / \_\_\_

Authorized Signature:

\_\_\_\_\_



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