

*the improvement of the legal profession  
through legal education*

CONFERENCE ON

**Business Associations:**

**Taking Stock of the Field and Corporate  
Social Accountability**

June 7-10, 2009  
Westin Long Beach Hotel

Long Beach, California

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



Association of American  
Law Schools

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## Conference on Business Associations

### **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

## Conference on Business Associations

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.

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.

## Conference on Business Associations

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

## Conference on Business Associations

### 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.

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

## Program

**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**

**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.

## Conference on Business Associations

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**

## Conference on Business Associations

*Monday, June 8 (continued)*

- **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**

# 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**

## Conference on Business Associations

Tuesday, June 9 (continued)

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**

## Conference on Business Associations

**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**

12:00 p.m. – 1:45 p.m.

## Conference on Business Associations

Wednesday, June 10 (continued)

### **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

## Conference on Business Associations

*Wednesday, June 10 (continued)*

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**

## **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**

## Upcoming AALS Programs

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

### Upcoming AALS Programs

#### **Workshop For Pretenured Minority Law School Teachers**

June 17-18, 2009  
Washington, D.C.

#### **Workshop For New Law School Teachers**

June 18-20, 2009  
Washington, D.C.

#### **Workshop For Beginning Legal Writing Teachers**

June 20-21, 2009  
Washington, D.C.

#### **Faculty Recruitment Conference (FRC)**

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

AALS Mid-Year Meeting

**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:

\_\_\_\_\_

## AALS Mid-Year Meeting

### 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.**

## AALS Mid-Year Meeting

### How Do I Register?

The Conference on Business Associations is part of the AALS Mid-Year Meeting. The Mid-Year Meeting consists of three professional development programs. When registering for one workshop, you are automatically registered for both workshops. The Conference on Business Associations has a separate fee. The registration fee for the workshops and conference is discounted 30% when signing up for the entire Mid-Year Meeting. You can choose to register for the Conference and/or Workshops using the methods below.

#### **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 American Express, Visa or MasterCard.

#### **2) Fax or Mail**

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

**Confirmation:** A confirmation letter for your paid registration will be mailed to you. If you have not received a confirmation letter, please contact AALS Registration at (202) 296-1662 or email [registration@aals.org](mailto:registration@aals.org) to verify your registration.

**On-Site Registration:** 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 or school checks, American Express, MasterCard and Visa for on-site payment.

**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 Mid-Year Meeting

## Registration Form

Name: \_\_\_\_\_

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

Law School: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Phone: \_\_\_\_\_ FAX: \_\_\_\_\_

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

Luncheon Attendance

Transactional Law

Work Law

Thursday, June 11

Friday, June 12

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, DC 20036

American Express  Mastercard  Visa

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

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

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

I authorize this charge on my credit card:

Signature of Cardholder

Date



Association of American Law Schools

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