

ALAN R. PALMITER

WORK EXPERIENCE

- 1986-present William T. Wilson, III, Presidential Chair for Business Law - Wake Forest University, School of Law (2017 – present)
- Howard L. Oleck Professor of Business Law (2012-2017); Professor of Law (1992-2012); Assoc. Prof. (1989-92); Asst. Prof. (1986-89)
- Subjects:
- Active - Business Organizations, Sustainable Corporations, Securities Regulation (online), Business Law & Literacy (online MSL core)
- Inactive - Energy Law, Mergers and Acquisitions, Securities Regulation for Business Professionals (MBA), Latin American Law, Comparative Company Law, Civil Procedure II, Corporate Finance, European Legal Traditions, Law & Valuation (JD and MBA), Business Drafting
- 2013-present Visiting Professor (5 weeks during Spring semester) – University of Bergamo, Faculty of Law, Bergamo, Italy
Subject: Comparative Business Law (“Sustainable Corporations”) (online 2020, 2021)
- 2021 Visiting Professor (seven weeks during Spring semester) – University of Padova, Italy
Subject: Law of Sustainable Corporations (Comparative Business Law) (online)
- 2019 Visiting Professor (Fall semester) – Brooklyn Law School, New York City
Subjects: Corporations, Sustainable Corporations
- 2015 Co-teacher – Wake Forest University Graduate School (MA in Sustainability)
Subject: Environmental Law & Policy (energy law and environmental enforcement)
- 2014-15 Visiting Scientist (4-week visit) – Department of Public Law, University of Padova, Italy
Subjects: Proportionality of sanctions in U.S. insider trading law; Political economy of proposed EPA Clean Power Plan
- 1999-2012 Adjunct Professor - Wake Forest University Schools of Business (MBA program)
Subjects: Securities Regulation for Business Professionals; Law & Valuation
- 2011 Visiting Professor (spring semester) – University of Padova, Faculty of Law, Padua, Italy
Subjects: Comparative Public Law (compare structures of US Constitution and US public corporation)

- 1993-2013 Program Director and Professor – Wake Forest Comparative Law Summer Abroad Programs
(Venice – 1993, 1995, 1997, 2000, 2001, 2003, 2005, 2007, 2010; London – 2013)
Subject: Comparative Company Law
- 1998 Visiting Law Professor (Winter semester) - University of Michigan Law School, Ann Arbor
Subjects: Corporate Finance, Securities Regulation
- 1994 Fulbright lecturer/scholar (Fall semester) - Colombia
Universidad Autónoma de Bucaramanga; Universidad de Los Andes, Bogotá
Subjects: Comparative Company Law and Securities Regulation
- 1980-1986 Associate - Cleary, Gottlieb, Steen & Hamilton, Washington, D.C.
Practice: Antitrust, Litigation, Securities Regulation
- 1976-1977 High school teacher - The Columbus School, Medellín, Colombia
Subjects: Calculus, Trigonometry, Algebra

EDUCATION

- 1977-1980 University of Michigan Law School, Ann Arbor, Michigan.
Juris Doctor, magna cum laude (May 1980)
Order of the Coif; invited to Michigan Journal of International Law
- 1972-1975 The Ohio State University, Columbus, Ohio.
Bachelor of Science (Mathematics), cum laude (Dec. 1975)
Phi Theta Kappa; graduated in three years; Outstanding Senior Award

PUBLICATIONS

Books

Published

SUSTAINABLE CORPORATIONS (Aspen Coursebook Series) (1st ed. – to be published summer 2022), Aspen Publishing (accompanied by course website for students with suggested videos, music videos, scavenger hunts; for professors with class PPTs, group projects, teacher's manual)

CORPORATIONS: EXAMPLES AND EXPLANATIONS (9th ed. 2020) (8th ed. 2015) (7th ed. 2012) (6th ed. 2009) (5th ed. 2006) (4th ed. 2003) (3rd ed. 1999) (2nd ed. 1994) (1st ed. 1989), Wolters Kluwer Law & Business (formerly Aspen Law & Business / formerly Little Brown & Co) (first three editions with Lewis D. Solomon, George Washington University Law School) (re-published in China, 2004)

CORPORATIONS: A CONTEMPORARY APPROACH (Interactive Casebook Series) (3rd edition 2019) (2nd edition 2014) (1st edition 2009), West Group (with Prof. Frank Partnoy, Berkeley School of Law, and Elizabeth Pollman, Pennsylvania Law School) (including online casebook companion, with teaching manual, class presentation slides, and student testing materials)

SECURITIES REGULATION: EXAMPLES AND EXPLANATIONS (8th ed. 2021) (7th edition 2017) (6th edition 2014) (5th ed. 2011) (4th ed. 2008) (3rd ed. 2005) (2nd ed. 2002) (1st ed. 1998), Wolters Kluwer Law & Business (formerly Aspen Law & Business) (re-published in China, 2009)

* * *

CORPORATIONS LAW & POLICY: MATERIALS AND PROBLEMS (6th ed. 2007), West Group (with Jeffrey D. Bauman, Georgetown University Law Center, and Frank Partnoy, University of San Diego School of Law) (5th

ed. 2003) (with Jeffrey D. Bauman, Georgetown University Law Center and Elliott J. Weiss, University of Arizona College of Law) (Casebook Supplements - 2001, 2002, 2003, 2004, 2005, 2006)

LAW & VALUATION: CASES AND MATERIALS, Wake Forest University Professional Center (JD-MBA web-based course materials) (first published 1999, last updated 2010), available at www.law.wfu.edu/courses/L&V-Palmiter/

In process

SUSTAINABLE CORPORATIONS (text on unsustainable design of modern corporation, recent reforms focused on “triple bottom line,” redesign of corporation, and rethinking of corporation as moral system – including online Study Center (including teacher’s manual, PPTs, Q&A, in-class exercises), signed publication contract with Wolters Kluwer (anticipated publication 2022)

ENERGY LAW AND POLICY (broad coverage of energy-related topics and issues for use in law, graduate, management and undergraduate courses – including graphics, quizzes, video links, PPTs, Q&A, in-class exercises, and teaching manual) (2013-2019)

Book Chapters / Monographs

In process

Co-editor, SUSTAINABLE CORPORATION: NEW PERSPECTIVES (380-page collection of essays presented at Sustainable Corporations Symposium and Colloquium Series), with Prof. Maurizio Bianchini, under contract with Padova University Press (to be published in 2022)

Published

THE MUTUAL FUND INVESTOR (for chapter in Elgar Publishers guidebook on mutual funds) (manuscript accepted November 2016, to be published 2017), presented at Wake Forest law faculty works-in-progress luncheon meeting (Sep. 2015), <https://www.e-elgar.com/shop/research-handbook-on-the-regulation-of-mutual-funds>, available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=2853506

CHAPTER: DARK MATTER IN U.S. CORPORATIONS, CORPORATE BONDS (ed. Professor Fabio Gomes, University of Sao Paolo) (Editora Saraiva Brasil 2014)

PREFACE, NUEVO DERECHO SOCIETARIO: SAS EN COLOMBIA, (“New Company Law: Simplified Corporation in Colombia”, by Professor Francisco A. Reyes (Legis Colombia 2013)

REGULATION OF US LEGAL PROFESSION: A STORY OF MARKET PROTECTION, Conference of EU Notariats (CNUE) (Oct. 2005) (also translated into French), available at www.cnue-nouvelles.be/fr/congres-2005-en/001.html

ARBITRAJE COMERCIAL Y OTROS MÉTODOS DE RESOLUCIÓN DE CONFLICTOS EN SOCIEDADES COMERCIALES EN LOS ESTADOS UNIDOS [NON-JUDICIAL DISPUTE RESOLUTION IN THE UNITED STATES] (2001, published by Chamber of Commerce, Bogotá, Colombia) (with Prof. Francisco Reyes, Universidad de Los Andes, Bogotá, Colombia)

Articles

In process

Awakening Capitalism: A Paradigm Shift (essay on how Awakening Capitalism has significant implications – both for purposes of academic inquiry and our public life: (1) re-uniting of corporate ownership and control; (2) the beginnings of an “internalizing system”; (3) the shift of agency relationships in the corporation; (4) the

move of societal priority-setting from government to the corporation; and (5) the popular will being expressed even more through private markets and less through the political process (Nov. 25, 2021), available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3971661.

Capitalism, heal thyself (essay on how modern Capitalism in the past few years has undergone a metamorphosis – institutional shareholders adopting ESG investing, corporations incorporating ESG practices – thus calling into question separation of ownership and control, agency theory, corporate externalization) (Nov. 25, 2021) [to be published in *Rivista delle Società* – Giuffrè Francis Lefebvre], available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3940395

A Letter to Dale Oesterle (for Festschrift) (summer 2022), to be published in Ohio State Business Law Journal (reflection of Professor Oesterle's influence on my law scholarship)

Proxy Access: A Study in Shifting Corporate Groupthink (description and analysis of how proxy access in US public companies was first opposed and then embraced by corporate America) (with Prof. Maurizio Bianchini, Faculty of Law, University of Padua, Italy) [presented at University of Bologna, School of Law, May 2019, and Brooklyn Law School, October 2019]

From Agency Theory to Personal Integrity: Remaking the Corporate Governance Paradigm (presented at Corporate Governance Conference, Florence, Italy and Wake Forest law faculty works-in-progress)

* * *

Published

Full of Questions and Wonder (essay on legacy of Professor Roberta Karmel and description of Sustainable Corporations book project), Symposium Issue in Honor of Professor Roberta Karmel, 16 Brooklyn Journal of Corporate, Securities & Commercial Law 1 (Fall 2021), available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=4018701

Corporate Triplespeak: Responses by Investor-Owned Utilities' to EPA's Proposed Clean Power Plan, 83 Brooklyn L. Rev. 983 (2018), available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3192525 [presented as keynote speaker at Abraham L. Pomerantz Lecture, Sep. 2017; presented at University of Kansas works-in-progress workshop (Sep. 2016)]

Corporate Governance as Moral Psychology, 74 Wash. & Lee L. Rev. 1119 (2017) (presented at Lara D. Gass Symposium, *Corporate Law, Governance, and Purpose: A Tribute to the Scholarship of Lyman Johnson and David Millon*), available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=2964250 [abstract appeared in Columbia Law School Blue Sky Blog - <http://clsbluesky.law.columbia.edu/2017/06/07/corporate-governance-as-moral-psychology/>; Oxford Law Faculty Business Law blog - <https://www.law.ox.ac.uk/business-law-blog/blog/2017/06/corporate-governance-moral-psychology>; Professor Bainbridge's blog - <http://www.professorbainbridge.com/professorbainbridgecom/2017/05/is-corporate-governance-a-branch-of-moral-psychology.html>]

Climate Change Disclosure: A Failed SEC Mandate (analysis of SEC interpretive guidance on climate change disclosures by public companies, and reasons for lack of actual corporate compliance), available at <http://ssrn.com/abstract=2639181> [presented at San Diego University School of Law (Jan. 2016)]

Duty of Obedience: The Forgotten Duty of U.S. Corporate Law, 2013-2 RIVISTA DI DIRITTO SOCIETARIO 436 (2014) (leading Italian company law journal, invited by Professors Daniele Santosuosso and Duccio Regoli)

The First Year of "Say on Pay" under Dodd-Frank: An Empirical Analysis and Look Forward (with Prof. Randall Thomas, Vanderbilt Law School, and Dr. James Cotter, Wake Forest Schools of Business), 81 Geo. Wash. L. Rev. 101-144 (Fall 2012), available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=2162957

Performance Advertisements by Mutual Funds: Fundamentally Misleading? (with Ahmed Taha), ____
BANKING AND FINANCIAL SERVICES POLICY REPORT ____ (Aspen Publishers Nov. 2012)

Pricing Disclosure: Crowdfunding's Curious Conundrum, 7 Ohio State Entrepren. Bus. L. J. 374-427
(Symposium Issue) (Fall 2012), available at
<http://ssrn.com/abstract=2241833>

Dodd-Frank Say on Pay: Will It Lead To A Greater Role for Shareholders in Corporate Governance? (with
Dr. James Cotter, Schools of Business, Wake Forest University, and Prof. Randall Thomas, Vanderbilt Law
School), 97 Cornell L. Rev. 1213-1266 (2012), available at
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1975866

Mutual Fund Performance Ads: Inherently and Materially Misleading? (with Prof. Ahmed Taha), 46 Georgia
L. Rev. 289-353 (2012) (presented at Corporate Roundtable, Institute of Law & Economics, University of
Pennsylvania Law School, Apr. 2010) (reprinted in Securities Law Review as one of top securities law articles
of year), available at
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1761552

Dark Matter in Corporate Governance, Speech at Conference on Corporate Governance (Apr. 2011),
Fondazione CESIFIN Alberto Predieri, Florence, Italy (published in conference proceedings),
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=2167084

Duty of Obedience: The Forgotten Duty, 55 N.Y.L.S. L. Rev. 491-512 (Symposium Issue) (2010) (requested
to be reprinted in Corporate Practice Commentator), available
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1713786

ISS Recommendations and Mutual Fund Voting on Proxy Proposals (Symposium Issue) (with Dr. James
Cotter, Schools of Business, Wake Forest University, and Prof. Randall Thomas, Vanderbilt Law School), 55
Villanova L. Rev. 1-56 (2010) (reprinted in Corporate Practice Commentator), available at
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1477564

Worthless Warnings? Disclaimers in Mutual Fund Performance Ads (with Prof. Ahmed Taha and Prof. Molly
Mercer, School of Accountancy, Arizona State University), 7 J. Empirical Legal Studies 429-459 (2010)
(selected for presentation at University of Southern California's Conference on Empirical Legal Studies, Nov.
2009), available at
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1586530

Public Corporation as Private Constitution, 6 ICFAI J. Corp. & Sec. L. 5-19 (2009), available at
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1111773

Star Creation: Incubation of Mutual Funds (with Prof. Ahmed Taha), 62 Vand. L. Rev. 1485-1534 (2009)
(reprinted in Corporate Practice Commentator), available at
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1364087

Staying Public: Institutional Investors in U.S. Capital Markets, 3 Brooklyn J. Corp. Fin. & Comm. Law 245-
288 (Symposium Issue) (2009), available at
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1472696

Mutual fund investors: sharp enough? (with Prof. Ahmed Taha), 24 J. Fin. Transformation 113 (2008) (based
on *Divergent Profiles* article, selected as one of top economics articles on capital markets), available at
<http://www.capco.com/?q=content/journal-detail&sid=684>

Mutual Fund Investors: Divergent Profiles (with Prof. Ahmed Taha), 2008 Colum. Bus. L. Rev. 943-1020,
available at
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1098991

U.S. Mutual Funds: The Awakening Behemoth?, presented at Anton Philips Fund Conference on Large Shareholder Participation in Corporate Governance, Tilburg University, Groenendaal Philips Training Centre, Hilvarenbeek, The Netherlands (June 2006)

The Mutual Fund Board: A Failed Experiment in Regulatory Outsourcing, 1 Brooklyn J. Corp. Fin. & Comm. Law 165-208 (Symposium Issue) (2006) (excerpted in 16 Fund Directions Mar. 2007 and featured in 17 Fund Directions Apr. 2008) (reprinted in Securities Law Review), available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1084876

Mutual Fund Voting of Portfolio Shares: Why Not Disclose? 23 Cardozo Law Review 1419-1491 (2002) (excerpted in 22 THE CORPORATE BOARD 15, Nov/Dec 2001) (reprinted in Corporate Practice Commentator), available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=269337

Arbitration Federalism: A State Role in Commercial Arbitration (with Dr. Stephen A. Hayford, Graduate School of Business, University of Indiana - Bloomington) 54 Fla. L. Rev. 175-227 (2002), available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=298720

Toward Disclosure Choice in Securities Offerings, 1999 Col. Bus. L. Rev. 1-135 (reprinted in Securities Law Review), available at http://papers.ssrn.com/paper.taf?abstract_id=163648

Deberes Fiduciarios de Administradores de Empresas en los Estados Unidos [U.S. Corporate Fiduciary Duties], published in EL DERECHO SOCIETARIO CONTEMPORÁNEO, Primer Congreso Iberoamericano de Derecho Empresarial, Bogotá, Colombia (1996)

Judicial Schizophrenia in Shareholder Voting Cases, 79 Iowa L. Rev. 485-583 (1994) (with Dale A. Oesterle) (reprinted in Corporate Practice Commentator)

The Shareholder Proposal Rule: A Failed Experiment in Merit Regulation, 19 Ala. L. Rev. 879-926 (Symposium Issue) (1994) (reprinted in Securities Law Review and Corporate Law Anthology)

The CTS Gambit: Stanching the Federalization of Corporate Law, 69 Wash. U. L. Q. 445-564 (Symposium Issue) (1991)

Rethinking the Corporate Fiduciary Model: A Director's Duty of Independence, 67 Tex. L. Rev. 1345-1464 (1989) (reviewed in D. Sciulli, CORPORATE POWER IN CIVIL SOCIETY: AN APPLICATION OF SOCIETAL CONSTITUTIONALISM, 2001, NYU Press)

PROFESSIONAL ACTIVITIES

Academic boards

- Member, Drafting Committee, Multistate Essay Exam / Uniform Bar Exam (seven-person committee of National Conference of Bar Examiners) (reappointed for five-year term, through 2025) (2011-present, including for special September and October 2021 bar exams) (Invited Guest, 2010-2011)
- Grading Facilitator, Multistate Essay Exam (create grading template and presenter at grading workshop for MEE, February and July workshops, and special September and October 2021 workshops) (2015-present)
- Problem Writer, Multistate Essay Exam (draft essay problems and analysis for National Conference of Bar Examiners) (2011-present)
- Member, "Comitato Scientifico" [Academic Editorial Board], Rivista di Diritto Societario [Company Law Review] (G. Giappichelli Editore) (2007-present)

- Member, High Level Group of Corporate Law Experts (Institute for Liberty and Progress) (advising governments on introduction of hybrid business forms in Latin America, Eastern Asia and the European Union) (2008-present)

□

Academic service

- Dean's Cabinet, Wake Forest University School of Law (2012-2019)
- Associate Dean for Graduate Programs (including Master of Studies in Law - MSL), Wake Forest University School of Law (2012-2019)
- Hiring Committee, Wake Forest Center for Energy, Environment and Sustainability (four-person committee reviewing and recommending for position of Director, MA-Sustainability (2016)
- At-Large Member, Advisory Board, Wake Forest Center for Energy, Environment and Sustainability (2012-present)
- On-site Director, Wake Forest Summer Comparative Law Program in London, England (June 2013)
- Chair, Faculty Committee for Master of Studies in Law, Wake Forest University School of Law (2012-present)
- Associate Director (Policy Group), Wake Forest Center for Energy, Environment and Sustainability (design and propose Master of Arts in Sustainability) (2012)
- Member, Strategic Initiatives Committee, Wake Forest School of Law (helped in creating "action plan" for new academic programs in Charlotte) (2012-present)
- Member, Advisory Board, Wake Forest University Center for Energy, Environment and Sustainability (2010-present)
- Faculty Adviser, Wake Forest Journal of Intellectual Property and Business Law (2010-present)
- Faculty Adviser, Wake Forest Law Review (including Center for Empirical Legal Studies and Business Law Symposium) (1992-present)
- Member, University-wide Center for Study of Capitalism, Wake Forest University (2008-present)
- Member, Dean's Advisory Committee (2007-present)

* * *

- Member, Global Advisory Council (University-wide group under auspices of Associate Provost for International Affairs) (2007-2012)
- Faculty Adviser, BizLawSociety (student organization; faculty presenter at annual information session on law school's transactional/transnational curriculum) (2002-present)
- Faculty Adviser, Annual Wilson Lecture on Law and Business, Wake Forest School of Law (2004-2018)
- On-site Director, Wake Forest Summer Comparative Law Program in Italy (July 1993, July 1995, July 1997, July 2000, July 2001, July 2003, July 2005, July 2007, July 2010)

* * *

- Co-Chair, Programs Steering Committee (design and proposal of Master in Legal Studies and LLM in Small Business Law), Wake Forest University School of Law (2011-2012)
- Co-Chair, Faculty International Programs Committee (including LLM in American Law), Wake Forest University School of Law (1995-2011)
- Program Faculty Adviser, Wake Forest Summer Comparative Law Program in Italy – Ferrara (1993-1995), Venice (1993-2011)
- Co-Chair, Special Programs Committee (new academic degree/certificate programs for law school), Wake Forest University School of Law (2010-2011)
- Member, University-wide Group Proposing Interdisciplinary Center for Sustainability, Wake Forest University (2009-2010)
- Chair, Faculty Ad-Hoc Committee on Externships (researching new program in other cities for law school) (2008-2009)
- Member, Faculty Clinic Advisory Committee (including Community Development Clinic) (2007-2009)
- Faculty Adviser, Wake Forest Securities Moot Court Team, Kaufman Memorial Securities Law Competition, Fordham University School of Law, New York (1999-2008)

- Chair, Colloquium for Latin Notaries (seminar introduction to American law) - Wake Forest School of Law and Italian National Association of Notaries (Summers 2001, 2002, 2008)
- Member, Law Dean Search Committee (2006-2007)
- Faculty Adviser, Visiting International Researcher Program (Spring 2004 – Italian Ph.D. candidate; Spring 2007 – Peruvian Ph.D. candidate; Spring 2008 – Italian Ph.D. candidate; Fall 2009 – two Italian law students)
- Member, University-wide Search Committee for Associate Provost for International Affairs (2007)
- Faculty Representative, Academic Committee and Graduate and Professional Schools Committee, WFU Board of Trustees (2005-2007)
- Member, University-wide Committee, “Quality Enhancement Plan – Internationalization” for Southern Association of Colleges (2005-2007)
- University Senator (2003-2005)
- Member, University Task Force on Community and Survey Research Center (2004-2005)
- Member, University Task Force on Same-Sex Benefits (2003)
- Faculty Adviser, Privacy Law Moot Court Competition, John Marshall Law School, Chicago Illinois (1995-1997)

□

COMMUNITY SERVICE

- Mentor, Forsyth County Young Leaders (mentor to high school leader interested in pursuing career in immigration law) (2018-2019)
- Speaker, “Corporation as Person,” Politics Class, NC Governor’s School - West, Politics Class, Salem College, Winston-Salem, North Carolina (June 2013)
- Advisory Board, Trustee, Member, Executive Committee, and Chair, Planning Committee, AIDS Care Service, Winston-Salem, North Carolina (2004-2012)
- Member, North Carolina Task Force on redrafting LLC statute (co-chair, committees tasked with redrafting provisions on management/dispute resolution and definitions/general provisions) (2007-2012)
- Expert witness, *United States v. Bartko* (E.D. N.C.), advised and prepared testimony in federal criminal case involving alleged Ponzi scheme (2009-2010)
- Co-chair, Securities Subcommittee, Business Law Section, North Carolina Bar Association (propose updates to NC securities law) (2007-2010)
- Expert witness (report accepted as trial testimony), *In re American Funds Litigation* (C.D. Cal. – Judge Feess) (2009)
- Member, Advisory Board, Catholic Social Services, Winston-Salem, North Carolina (2008-2009); Adviser, Casa Guadalupe - Hispanic Outreach Program (1998-2009)
- Math tutor, ESL Program, Reynolds High School (2004-2008)
- Co-chair, Pro Bono Subcommittees, Business Law Section, North Carolina Bar Association (2003-2007) (prepared and revised Guidebook for Directors of NC Nonprofits)
- Director and Vice-President, NC LEAP (non-profit center for legal pro bono assistance to low-wealth entrepreneurs) (2004-2006)
- Member, ABA Committee on Foreign Graduate Programs, ABA Section on Legal Education (2003-2005)
- Treasurer and Member of Executive Council, Business Law Section, North Carolina Bar Association (1998-2003)
- Member, Subcommittee on Corporate Laws (drafting committee), Business Law Section, North Carolina Bar Association (1998-2003)
- President (Board Chair), The Montessori School, Winston-Salem, North Carolina (1987-1994)

ESSAYS / PROFESSIONAL PUBLICATIONS / PAPERS PRESENTED

- Brief of Investment Law Scholars as Amici Curiae in Support of Petitioners, *Hughes v. Northwestern University* (U.S. Supreme Court) (commented on and joined in amicus brief supporting fiduciary duty of 401(k) plan sponsors to exclude excessively expensive investment options) (Sep. 2021)
- Moderator, Symposium and Colloquium Series, *Law of Sustainable Corporations*, University of Padua, Italy (April-May 2021),

- “The Enduring Fiduciary in Retail Investing,” Symposium Presenter, *A Celebration of Professor Roberta Karmel’s Work, Teaching, and Mentorship*, Brooklyn Law School (May 2021)
- Abraham L. Pomerantz Lecture, “Corporate Triplespeak” Center for Study of Business Law and Regulation (Sep. 2017), available at <https://www.brooklaw.edu/newsandevents/events/2017/09-28-2017?cat=>
- “Corporate Governance as Moral Psychology,” Presenter (with précis) at *Washington and Lee Law Review’s* 2016–2017 Lara D. Gass Symposium, *Corporate Law, Governance, and Purpose: A Tribute to the Scholarship of Lyman Johnson and David Millon* (November 2016)
- “Corporate Triplespeak: Response of Investor-Owned Utilities to EPA’s Proposed Clean Power Plan,” Presentation (with précis) at University of Kansas Law School (September 2016) and AALS Annual Meeting, Section on Economic Globalization and Governance (January 2017)
- “Corporate Boards Catching up on Sustainability – data from S&P 100,” op-ed article, *Financial Times* (March 2016)
- “Political Economy of U.S. Environmental Protection Agency’s Proposed Clean Power Plan,” Speech, Dipartimento di Diritto Pubblico, Internazionale e Comunitario, Università di Padova (May 2015)
- “Corporate Governance: From Incentives Toward Integrity,” Speech and Publication, Associazione per il Bene Comune, Forum on Ethics, Padova, Italy (May 2015)
- “Proportionality: Remedies in U.S. Insider Trading Cases,” Lecture, Dipartimento di Diritto Pubblico, Internazionale e Comunitario, Università di Padova (May 2015)
- “The Sustainable Corporation?,” Speech and Panel Discussion, Faculty of Law, Università Cattolica Sacro Cuore, Milan, Italy (Apr. 2013)
- “Crowdfunding: Pricing Disclosure in Private Securities Offerings to Public Investors,” Symposium on Securities Offering Exemptions, *Ohio State Entrepreneurial Business Law Journal* (April 2012)
- “US Corporate Governance: From Agency Theory to Integrity,” *Lectio Magistralis*, Faculty of Law, University of Padua, Italy (May 2011)
- “Il sistema dei controlli negli Usa,” Conference on Corporate Governance e ‘sistema dei controlli’ nella s.p.a., Fondazione CESIFIN, Florence, Italy [System of Controls in the USA, Conference on Corporate Governance and “Control Systems” in Italian Corporation] (two-day conference, Apr. 2011)
- Brief of Amici Curiae Faculty at Law and Business Schools in Support of Respondents, *Matrix Initiatives v. Siracusano* (U.S. Supreme Court) (commented on and joined in amicus brief opposing test of statistical significance to adverse-event reports and supporting long-standing “reasonable investor” standard for materiality in Rule 10b-5 litigation) (Nov. 2010), available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1710015
- “Mutual Fund Performance Ads: Inherently and Materially Misleading?” *Institute of Law & Economics*, University of Pennsylvania Law School (Apr. 2010)
- “Duty of Obedience: The Forgotten Duty,” *Law Review Symposium on Corporate Duty of Good*, New York Law School (Nov. 2009)
- “Corporate Veil Piercing: Updated Empirical Data,” Faculty Workshop, Wake Forest University School of Law (Oct. 2009), Conference on Corporate Separateness, Vanderbilt School of Law, Nashville, TN (Nov. 2009)
- Brief of Amici Curiae Faculty at Law and Business Schools in Support of Respondents, *Merck & Co. v. Reynolds* (U.S. Supreme Court) (commented on and joined in amicus brief supporting “actual discovery” standard for statute of limitations in Rule 10b-5 litigation) (Oct. 2009)
- Brief of Amici Curiae Law Professors in Support of Petitioners, *Jones v. Harris Associates* (U.S. Supreme Court) (commented on and joined in amicus brief supporting challenge to mutual fund management fees) (June 2009)
- “Mutual Fund Voting: Role of ISS,” *Securities Law Symposium*, School of Law, Villanova University (Apr. 2009)
- “The Public Corporation as Private Constitution,” Faculty Workshop, Roger Williams School of Law, Bristol, RI (Mar. 2009)
- “Expert Report on Compliance with Fiduciary Duties and Standards under Rule 12b-1,” *In re American Funds Litigation* (C.D. Cal. – Judge Feess) (Feb. 2009)
- “N.C. Business Law Update,” prepared for N.C. Bar Ass’n Business Law Section Annual Meeting (Feb. 2009)
- “The Public Corporation as Private Constitution,” Conference on “Le Società per Azioni nel Mercato Globale: Evoluzione dei Modelli” [The Corporation in the Global Market; Evolution of the Models], sponsored by

Fondazione CESIFIN Alberto Predieri, Florence, Italy (Mar. 2008), available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1111773

- “Staying Public: Institutional Investors in U.S. Capital Markets,” presented at “Going Private Symposium,” Brooklyn Journal of Corporate, Financial and Commercial Law and SEC Historical Society (Feb. 2008)
- “N.C. Business Law Update,” prepared for N.C. Bar Ass’n Business Law Section Annual Meeting (Feb. 2008)
- Presenter (with Ahmed Taha), “Mutual Fund Investors: Divergent Profiles,” Seminar Series, Duke University School of Law (Oct. 2007)
- “N.C. Business Law Update,” prepared for N.C. Bar Ass’n Business Law Section Annual Meeting (Feb. 2007)
- “US Mutual Funds: The Awakening Behemoth?,” prepared for Anton Philips Fund Conference on Large Shareholder Participation in Corporate Governance, Tilburg University, Groenendael Philips Training Centre, Hilvarenbeek, The Netherlands (June 2006)
- “The Mutual Fund Board: A Failed Experiment in Regulatory Outsourcing,” presented at Brooklyn Law School Securities Enforcement Symposium (Mar. 2006)
- “N.C. Business Law Update,” prepared for N.C. Bar Ass’n Business Law Section Annual Meeting (Feb. 2006)
- “Corporate Criminality: Reflections on Political Economy,” comments at conference on Criminalization of Corporate Law: The Impact of Criminal Sanctions on Corporate Misconduct, University of Maryland School of Law (Apr. 2006), published in 2 Maryland Journal of Business & Technology Law 115-118 (2007)
- “Regulation of US Legal Profession: A Story of Market Protection,” prepared for First Congress of Conference of EU Notariats (CNUE), Rome, Italy (Oct. 2005) (also translated into French) www.cnue-nouvelles.be/fr/congres-2005-en/001.html
- “NC Business Law Update,” prepared for N.C. Bar Ass’n Business Law Section Annual Meeting (Feb. 2005)
- “The Talking Dog: US Securities Fraud Class Actions,” prepared for conference on Class Actions e Mercati Finanziari, University of Naples – Federico II, Naples Italy (Dec. 2004)
- “Mutual Fund Directors: Roles Beyond Supervision,” presented at ABA/Maryland conference on mutual funds (Nov. 2004), published in inaugural issue of Maryland Journal of Business & Technology (2006) (collection of essays on mutual fund regulation)
- “N.C. Business Law Update,” prepared for N.C. Bar Ass’n Business Law Section Annual Meeting (Feb. 2004)
- “The US Corporate Elephant,” Opening Convocations, Notarial Schools, Bologna and Milan, Italy (Oct. 2003) http://papers.ssrn.com/sol3/papers.cfm?abstract_id=658522
- “Structure of US Corporate Law” (Le Caratteristiche Fondamentali dell’Ordinamento Statunitense delle Società Commerciali, 10 Notariato Quaderni 7 (2003)
- “N.C. Business Law Update,” prepared for N.C. Bar Ass’n Business Law Section Annual Meeting (Feb. 2002)
- Guidebook for Board Members of N.C. Nonprofits, N.C. Center for Nonprofits and Business Law Section of N.C. Bar Association (2002), available at http://business.ncbar.org/Legal+Resources/Publications/Downloads_GetFile.aspx?id=3571
- Latin Notaries in America (A proposito di una visita di un gruppo di notai italiani in una ‘la school’ americana), XII-3 Attivita 90 (Italian notary law review, Sep. 2001)
- “N.C. Business Law Update,” prepared for N.C. Bar Ass’n Business Law Section Annual Meeting (Feb. 2001)
- “What Every Criminal Defense Attorney Should Know About the New Immigration Laws” True Bill (NC Bar Ass’n Criminal Justice Section) (Nov. 2000)
- “The Challenge of Financial Transparency in the United States,” U.S. Embassy - American Chamber of Commerce, La Paz, Bolivia (in Spanish) (June 2000)
- “Corporate Governance in the United States - A Recent History,” presented at Instituto Desarrollo de Empresarios y Administradores, La Paz, Bolivia (in Spanish) (June 2000)
- “SEC Proposes To Reform the Regulation of Securities Offerings: Will the ‘Aircraft Carrier’ Survive?,” Notes Bearing Interest (N.C. Bar Ass’n) (June 1999)
- “N.C. Business Law Update,” prepared for N.C. Bar Ass’n Business Law Section Annual Meeting (Feb. 1999)
- “Limited Engagements,” Wake Forest Jurist (June 1997)
- “Securities Law Developments,” N.C. Bar Ass’n Continuing Legal Education (Feb. 1997)
- “Takeovers and Acquisitions,” N.C. Bar Ass’n Continuing Legal Education (Mar. 1992)

SPEAKER / PANELIST / MODERATOR

- “Deberes fiduciarios de los administradores,” *Conmemoracion – SAS 10 Años*, Superintendencia de Sociadades, Bogotá, Colombia (Feb. 2018) (keynote speaker at commemoration of Simplified Company at Company Superintendency)
- Moderator and Organizer, “Future of Sovereign Wealth Funds,” Business Law Symposium, Wake Forest University (Mar. 2017)
- Co-Chair, AALS Section on Globalization and Governance, organizer of panel on “Corporate Stake in Climate Change Response” (January 2017)
- Invited participant, Investment Fund Roundtable on “Embattled Fiduciary Standard, Future of Mutual Fund Fee Litigation, State Savings Plans, and Demise of Active Trading/Hedge Funds,” Boston University School of Law (Dec. 2016)
- Speaker, Business Law Speakers Series (Future of Financial Crowdfunding: The Blind Leading the Blind), Elon School of Law (Nov. 2015)
- Moderator and Co-Organizer, “Future of Financial Intermediation,” Business Law Symposium, Wake Forest University (Mar. 2015)
- Invited participant, Investment Fund Roundtable on “Mutual Funds as SIFIs, Target Date Funds, Effects of High Speed Trading,” Harvard Law School (Dec. 2014)
- Invited participant, Duke Law Roundtable: Public and Private Enforcement after *Halliburton II*, *ATP* and *Boilermakers* (Sep. 2014)
- Speaker, “Comparison of Common and Civil Law,” English Language Skills Enhancement (ELSE), Wake Forest University (July 2014)
- Commentator, Ph.D. Thesis -- Preliminary Presentations in Company Law, Università Cattolica del Sacro Cuore, Milan, Italy (Apr. 2014)
- Invited participant, Investment Fund Roundtable on “SEC Enforcement, Harmonization of Standards of Conduct, Investment Adviser Compliance, Challenges for Fund Advisers,” Brooklyn Law School (Jan. 2014)
- Speaker, “Emisión de Valores: Reglamentación en los Estados Unidos” [Securities Offerings: U.S. Regulation], Foro del Jurista, Cámara de Comercio, Medellín, Colombia (Dec. 2013)
- Speaker, “Nature of US Law: Comparison Civil and Common Law,” English Language Skills Enhancement, Wake Forest University (July 2013)
- Speaker and Panelist, “Sustainable Corporations: Present and Future”, Università Cattolica del Sacro Cuore, Milan, Italy (Apr. 2013)
- Moderator and Organizer, “Agency Theory: Still Viable?” Business Law Symposium, Wake Forest University (Mar. 2013)
- Speaker, “Pricing of Securities Offerings,” Symposium on Current Trends, Ohio State Entrepreneurial Business Law Journal, Columbus, Ohio (Apr. 2012)
- “US Corporate Governance: From Agency Theory to Integrity,” *Lectio Magistralis*, Faculty of Law, University of Padua, Italy (May 2011)
- Moderator and Organizer, “The Sustainable Corporation,” Business Law Symposium, Wake Forest University (Mar. 2011)
- Commenter, “Meeting Capital Needs of Small Business,” Conference on Corporate Governance, Weinberg Center on Corporate Governance, University of Delaware, Newark, Delaware (Nov. 2010)
- Panelist, “Caremark Duties,” Weinberg Center on Corporate Governance, University of Delaware, Newark, Delaware (Mar. 2010)
- Presenter, “Piercing Corporate Veil: Update to Empirical Data,” International Conference on Corporate Separateness, Law School, Vanderbilt University (Nov. 2009)
- Invited participant, Mutual Fund Roundtable on “Mutual Funds Under New Administration: Litigation and Regulation,” Boston University School of Law (Dec. 2009)
- Moderator and Organizer, “Corporate Governance and Climate Change,” Business Law Symposium, Wake Forest University (Apr. 2009)
- Speaker, “Corporation as Private Constitution,” School of Law, Roger Williams University (Feb. 2009)
- Invited participant and panel discussion leader, Mutual Fund Roundtable on “The Evolution of Mutual Funds: Markets & Law,” Chicago-Kent College of Law (Nov. 2008)
- Invited participant, Conference on Cross Border Securities Market Mergers, Columbia Law School (Dec. 2007)
- Speaker, “Corporation as Private Constitution,” Facoltà di Giurisprudenza, University of Florence (Dec. 2007)

- Invited Participant, Symposium on Backdating of Options, Weinberg Center of Corporate Governance, University of Delaware (May 2007)
- Moderator, “Duties of Modern Business Executive,” Business Law Symposium, Wake Forest University (Apr. 2007)
- Invited participant, Conference on Power of the Corporation, University of North Carolina School of Law, Chapel Hill, North Carolina (Mar. 2007)
- Invited Participant, Conference on Power of the Corporation, University of North Carolina School of Law, Chapel Hill, North Carolina (Mar. 2007)
- Speaker, “Update of Business Law,” N.C. Bar Association Business Law Section Annual Meeting (Feb. 2007)
- Speaker, “Basics of US Corporate Law,” Economics and Law Departments, University of Florence, Italy (Dec. 2006)
- Participant, Symposium on Gatekeepers Today: The Professions after the Reforms, Center on Corporate Governance, Columbia Law School, New York (Sep. 2006)
- Presenter, “US Mutual Funds: The Awakening Behemoth?” Anton Philips Fund Conference on Large Shareholder Participation in Corporate Governance, Tilburg University, Groenendael Philips Training Centre, Hilvarenbeek, The Netherlands (June 2006)
- Speaker, “Business Law Update,” N.C. Bar Association Business Law Section Annual Meeting (Feb. 2006)
- Speaker, “Autotomy: Myths and Realities of US Legal Profession,” First Congress of EU Notariats, Rome, Italy (Nov. 2005) (also translated into French) www.cnue-nouvelles.be/fr/congres-2005-en/001.html
- Panelist, Roundtable on “Criminalization of Corporate Law,” Maryland’s Fourth Annual Business Law Conference (Oct. 2005), published in Maryland Journal of Business & Technology <http://www.law.umaryland.edu/journal/jbtl/index.asp>
- Moderator, “Future of Closely Held Business Entities,” Business Law Symposium, Wake Forest University (Apr. 2005)
- Speaker, “Business Law Update,” N.C. Bar Association Business Law Section Annual Meeting (Feb. 2005)
- Keynote Speaker, “US Securities Fraud Class Actions,” Università di Napoli - Federico II, Facoltà di Scienze Politiche (Dec. 2004)
- Panelist, Conference on Mutual Funds and Investor Welfare, University of Maryland School of Law (Nov. 2004), published in J. Bus. & Tech. L. 101 (2006)
- Speaker, “Business Law Update,” N.C. Bar Association Business Law Section Annual Meeting (Feb. 2004)
- Convocation Speaker, “The US Corporate Elephant,” Notary Colleges of Milan and Bologna, Italy (Oct. 2003)
- Moderator, “Corporate Governance after Enron,” Business Law Symposium, Wake Forest University (Apr. 2003)
- Speaker, “Business Law Update,” N.C. Bar Association Business Law Section Annual Meeting (Feb. 2003)
- Joint Panel on Enron, Wake Forest School of Law and Babcock Graduate School of Management (Mar 2002)
- Speaker, “Business Law Update,” N.C. Bar Association Business Law Section Annual Meeting (Feb. 2002)
- Panelist, “Shareholder Proposals,” Delaware Corporate Governance Center, University of Delaware, Newark, Delaware (Oct. 2001)
- Speaker, “Business Law Update,” N.C. Bar Association Business Law Section Annual Meeting (Feb. 2001)
- Speaker, “Corporate Governance in the United States - A Recent History,” Instituto Desarrollo de Empresarios y Administradores, La Paz, Bolivia (June 2000)
- Speaker, “The Challenge of Financial Transparency in the United States,” U.S. Embassy - American Chamber of Commerce, La Paz, Bolivia (June 2000)
- Moderator, “Executive Compensation,” Business Law Symposium, Wake Forest University (Mar. 2000)
- Speaker, “Business Law Update,” N.C. Bar Association Business Law Section Annual Meeting (Feb. 1999)
- Moderator, “The Revolution of the Limited Liability Entity,” Business Law Symposium, Wake Forest University (Mar. 1997)
- Speaker, “Securities Law Basics,” N.C. Bar Association Continuing Legal Education, Winston-Salem (Feb. 1997)
- Speaker, “Derecho Societario en los Estados Unidos,” Congreso Iberoamericano de Derecho Comparado, Bogotá, Colombia (Oct. 1996)
- Speaker, “Información en los Mercados Bursátiles de los Estados Unidos,” Congreso XIII de Derecho Comercial, Medellín, Colombia (July 1996)

- Speaker, “Los ADR en los Mercados de Capital en los Estados Unidos,” Seminario de Derecho Comercial, Bogotá, Colombia (Sep. 1994)
- Moderator, “Environmental Law and the Corporate Entity,” Business Law Symposium, Wake Forest University (Mar. 1991)
- Speaker, “Securities Law in Corporate Takeovers,” N.C. Business Law Institute, Greensboro, North Carolina (Feb. 1991)
- Moderator, “Management Buyouts: Strategies, Ethics and other Considerations,” Business Law Symposium, Wake Forest University (Mar. 1991)
- Speaker, “Director and Officer Liability and Indemnification,” Business Law Symposium, Wake Forest University (Mar. 1989)