Joan MacLeod Heminway

	Joan MacLeou Hemmway		
8318 Alexander Cavet Drive Knoxville, TN 37909	jheminwa@tennessee.edu		1 (865) 974–3813 (work) (865) 776–2199 (mobile)
ACADEMIC EMPLOYMENT			
The University of Tennessee College of	Law (Knoxville, TN)		
Interim Director, Institute for Profes			2020–present
Rick Rose Distinguished Professor of	-		2016–present
W.P. Toms Distinguished Professor		2012–2016	•
Professor & College of Law Distingui	ished Professor of Law	2009–2012	
Associate Professor with Tenure		2005–2009	
Associate Professor		2000–2005	
The University of Mississippi School of	Law (Cambridge, England)		
Cambridge Study Abroad Summer S	ession – Faculty	2010	
Georgia State University (Rio de Janeiro	o, Brazil)		
Rio Summer Legal and Policy Study -	– Faculty	2007–2009	
Vanderbilt University Law School (Nash	wille, TN)		
Animals & the Law – Visiting Profess	sor	Spring 2007	
Boston College Law School (Newton, M	A)		
Mergers & Acquisitions – Visiting Pro	ofessor	Fall 2005	
Securities Regulation – Visting Profe	essor	Fall 2005	
PROFESSIONAL EMPLOYMENT			
Skadden, Arps, Slate, Meagher & Flom	LLP (Boston, MA)		
Corporate/Mergers & Acquisitions -	- Counsel	1993–2000	
Corporate/Mergers & Acquisitions -	- Associate	1985–1993	

EDUCATION

J.D., New York University School of Law	1985
Moot Court Journal – Research and Writing Editor	
A.B., Brown University	1982
International Relations and History (magna cum laude)	

ACADEMIC & OTHER PROFESSIONAL LEADERSHIP

The University of Tennessee, Knoxville

UTK Advisory Board – Faculty Representative

2022-present

Chancellor's Commission for Women		
Co-Chair	2020–2022	
Professional Development & Mentoring Comm. – Chair	2018-2020	
Workplace Bullying Task Force – Educ./Training/Aware. Comm. – Chair	2019-2022	
Mic/Nite – Coordinator	2016-2019	
Faculty Senate	2010-2015	
Executive Comm. – At-Large		2022-present
Executive Comm.	2007–2012	2022-present
Past-President	2007-2012	
President Dresident Flort	2010-2011	
President-Elect	2009-2010	
Faculty Affairs Comm. – Chair	2007–2009	
Tennessee Bar Association		
Business Law Section		
Executive Council		2006–present
Immediate Past Chair	2020–2021	
Chair	2019–2020	
Series LLC Task Force – Chair	2019–2020	
Chair-Elect	2018–2019	
Southeastern Association of Law Schools		
Interim Secretary		2023–present
Corporate Compliance Officer		2018–present
Deputy Secretary/Compliance Officer	2016–2018	
Board of Trustees	2007–2013	
Past President	2012–2013	
President	2011–2012	
President-Elect	2010–2011	
Association of American Law Schools		
Section on Leadership – Executive Committee		2023–present
Section on Agency, Partnerships, LLCs and Unincorporated Associations		p
Chair-Elect		2023–present
Secretary	2022–2023	2023 present
Executive Committee	2022 2023	2019–present
Section on Business Associations		2015 present
Retiring Chair	2014	
Chair	2013	
Chair-Elect	2013	
Executive Committee	2012	
Section on Securities Regulation – Executive Committee	2014-2016	
Mid–Year Meeting Planning Committee – Chair	2013–2014	
Section on Transactional Law and Skills	2012	
Past-Chair	2013	
Chair Chair Floor	2012	
Chair-Elect	2011	

Executive Committee	2011–2013	
Boston Bar Association		
Corporate Law Committee – Chair	1999–2000	
ACADEMIC & OTHER PROFESSIONAL HONORS		
American Law Institute – Member		2006–present
George Washington University Law School		
Center for Law, Economics & Finance		
Initiative on Quality Shareholders – Academic Fellow		2020–present
Tennessee Supreme Court Access to Justice Commission		
Attorney for Justice	2019, 2020, 2022	
YWCA Knoxville & the Tennessee Valley Tribute to Women		
Finalist – Education	2019	
The University of Tennessee, Knoxville	2010	
Office for Research and Engagement – Top Citations by College	2019	
Quest – Scholar of the Week	2011	
Office of the Chancellor – Award for Teaching Excellence	2006	
@ UT Showcase – Best Practices	2002	
The University of Tennessee College of Law		
Thomas and Elizabeth Fox Faculty Excellence Award		
Outstanding Service to the Bench and Bar	2019	
Carden Award – Outstanding Service to the Institution	2012	
Carden Award – Scholarship Achievement	2009	
Marilyn V. Yarbrough Faculty Award – Writing Excellence	2005	
Harold C. Warner Award – Outstanding Teacher	2004	
UT Pro Bono Animal Law Project		
Recognition for Leadership & Support	2003	
Association of American Law Schools		
Section on Business Associations – Mentor Award	2018	
Political Asylum/Immigration Representation Project, Inc.		
Special Achievement Acknowledgment	2000	
Pro Bono Mentor Award	1995 & 1997	
Pro Bono Award	1993	
UNIVERSITY & CAMPUS SERVICE		
The University of Tennessee		
Strategic Plan Driving Investment and New Revenues Task Force	2011–2012	

Presidential Search Advisory Council	2010	
The University of Tennessee, Knoxville		
Anderson Center for Entrepreneurship & Innovation – Fellow		2023-present
Academic Program Review Committee (Philosophy)	2021	
Diversity Leads		2020-present
Faculty Mentoring Task Force	2020–2021	
Faculty Community Group, Entrepreneurship – Chair	2020–2021	
Workplace Bullying Task Force	2019-2022	
Committee on Student Programming – Faculty Representative	2019-2020	
Commission for Women	2018-2022	
Women's Leadership Group		2016–present
Academic Program Review Committee (Political Science)	2015	
Lab/Center for Sustainable Business and Development – Team Member	2013–2020	
Honorary Degree Committee	2013–2014	
SACS Reaffirmation Compliance Report Drafting Committee – Chair	2012–2014	
Academic Program Review Committee (Marketing & Logistics)	2008 & 2011	
Athletics Board, Governance/Compliance/Equity Committee – Chair	2010–2013	
Center for the Study of Social Justice – Fellow		2009–present
Boyd Center for Business and Economic Research – Fellow	2009–2012	
Vice Chancellor for Communications Search Committee	2009	
Chancellor Search Committee	2008	
Vice Provost for Academic Affairs Search Committee	2008	
Family Campaign Volunteer	2007 & 2022	
Faculty Senate – Senator	2005–2009	
C. Warren Neel Corporate Governance Center – Fellow		2003–present
Ph.D. Dissertation Supervision		
Kory Maag (Accounting):	2024	
Spring-Loaded Equity Awards to CEOs [Thesis title forthcoming]		
Leah Muriel (Accounting):	2013	
An Examination of Investor and Client Responses Associated with the First PCAOB Sanction and Part II Disclosure of a Big N Auditor		
Joshua White (Finance):	2012	
Ownership Structure and Monitoring around Secondary Offerings		
Allison Beck (Accounting):	2012	
Clawback Provisions: How Sharp Are the Claws? An Analysis of the Deterrence Effectiveness of Voluntary Clawback Provisions		
Ali Ebrahim (Finance):	2012	
Board of Directors Monitoring of CEO Insider Trading: Before and After the Sarbanes–Oxley Act		
Julee Flood (Higher Education):	2012	

Judicial Influence on Academic Decision—Making: A Study of Tenure Denial Litigation Cases In Which Higher Education Institutions Did Not Wholly Prevail		
Katie Schumann (Finance):	2012	
Cross–Listed Firms and Shareholder–Initiated Lawsuits: The Market Penalties of Securities Class Action Lawsuits Against Foreign Firms		
Alireza Ebrahim (Finance):	2012	
Board of Directors Monitoring of CEO Insider Trading: Before and After the Sarbanes–Oxley Act		
Colin Reid (Accounting):	2011	
CEO SERPs: Are They Related to Firm Risk and Who Approves Them?		
Matthew Hoag (Accounting):	2010	
Is All Goodwill Created Equal? An Analysis of the Association Between Agency Conflicts, Board Monitoring, and Goodwill in U.S. Mergers and Acquisitions		
Undergraduate Honors Program Thesis Supervision		
Todd B. Skelton	2010	
Free Enterprise Fund v. PCAOB: A Challenge to the Appointments Clause and Its Ramifications to Corporate Governance		
COLLEGE SERVICE (SELECTED)		
The University of Tennessee College of Law		
Dean Search Committee	2021	
Career Services & Student Professional Development Committee – Chair	2020–2021	
Community and Inclusion Committee – Chair	2019–2020	
ABA Self Study Planning Committee – Chair	2017–2018	
Placement/Professional Development Committee – Chair	2015-2016	
Innovation Committee – Chair ABA Self Study Committee – Chair	2015–2016 2011–2012	
ABA Sen Study Committee – Chair	2011-2012	
OTHER ACADEMIC & PROFESSIONAL SERVICE		
National Business Law Scholars Conference – Planning Committee		2015–present
Business Law Prof Blog – Co-Editor		2014–present
Tennessee Bar Association		2014–present
	2008–2017	2014–present
Tennessee Bar Association	2008–2017 2015–2017	2014–present
Tennessee Bar Association Business Entity Study Committee		2014–present

American Inns of Court, Hamilton Burnett Chapter Emeritus Master	2002–2007	2007–present
Southeastern Association of Law Schools – Planning Committee	2002 2007	2002–present
Association of American Law Schools ABA/AALS Site Eval. Team (Univ. of Kansas School of Law) – Reporter Committee to Review Scholarly Papers Research Committee	2022-2023 2021 2012–2014	
OTHER VOLUNTEER SERVICE (SELECTED)		
UT Federal Credit Union – Board of Directors		2021-present
New York University School of Law – Reunion Committee	2015 & 2020	
Brown University Class of 1983 – Vice President Brown Annual Fund – Leadership Council Reunion Planning & Gift Committees	multiple years	2018–present 2018–present
Pembroke Center for Teaching and Research on Women Associates Council Ex-Officio Chair Member	1998–2000 1993–2005	2005–present
Companion Animal Initiative of Tennessee – Member	2005–2012	
Community Coalition on Family Violence, Inc. Animal Abuse Task Force – Member Animal Abuse Task Force Steering Committee – Co-Chair ACADEMIC LEADERSHIP DEVELOPMENT	2002–2007 2002–2004	
Southeastern Conference Academic Consortium Academic Leadership Development Program – Fellow	2009-2010	
Higher Education Resource Services (HERS) Leadership Institute (at Bryn Mawr) – Participant	2009	
PAID ACADEMIC & PROFESSIONAL SERVICE		
The University of Tennessee Professional MBA Program – Faculty Executive MBA Program – Guest Lecturer	2002–2006	2014–present

BARBRI Bar Review – Instructor	2005–2018
LexisNexis Law School Publishing – Advisory Board	2011–2013
PROFESSIONAL LICENSURE	
Tennessee Massachusetts	2000 1985 (inactive)
ADDITIONAL CERTIFICATION	
Yoga Instruction, RYT 200	2018
PUBLICATIONS: BOOKS, BOOK CHAPTERS & ENCYCLOPEDIA ENTRIES	
MAKING THE PIECES FIT: CROSS–BORDER MERGERS AND ACQUISITIONS AND THE DAIMLER–C Carolina Academic Press, 2024 (forthcoming)	HRYSLER DEAL (with Maurice Stucke)
STRATEGIES AND TECHNIQUES FOR TEACHING BUSINESS ASSOCIATIONS: ADVICE FOR NEW (AN Aspen Publishers, 2024 (forthcoming)	d Not So New) Law Professors
Gendered Insider Trading in Research Handbook on Insider Trading (Stephen M. Bainbridge, ed.) Edward Elgar Publishing, 2nd ed. 2024 (forthcoming)	
Non-Investment Finance in an NFT World in The CAMBRIDGE HANDBOOK FOR THE LAW AND POLICY OF NFTS Cambridge University Press, 2023 (forthcoming)	
The Legal Regulation of U.S. Crowdfunding: An Organically Evolving Patchwork in LEGAL ASPECTS OF CROWDFUNDING (Caroline Kleiner, ed.) Springer Publishing, 2021	
U.S. Securities Crowdfunding: A Way to Economic Inclusion for Low–Income Entr in DIGITAL ENTREPRENEURSHIP AND THE SHARING ECONOMY (Evgueni Vinogradov et Routledge Press, 2021	•
Ethical Considerations: Corporate Social Responsibility and the 21st Century Law in Corporate Social Responsibility – The Corporate Governance of the 21 st Cen (Rae Lindsay & Roger Martella, eds.) Wolters Kluwer, 2020	
BUSINESS ENTERPRISES: LEGAL STRUCTURES, GOVERNANCE, AND POLICY (with Douglas M. Branson, Mark J. Loewenstein, Marc I. Steinberg & Manning G. Carolina Academic Press, 4th ed. 2020	. Warren, III)
Financing Social Enterprise: Is the Crowd the Answer? in THE CAMBRIDGE HANDBOOK OF SOCIAL ENTERPRISE LAW (Joseph Yockey & Benjar Cambridge University Press, 2019	min Means, eds.)

- Representing the Organizational Client in Environmental Matters (with Irma S. Russell) in ETHICS AND ENVIRONMENTAL PRACTICE: A LAWYER'S GUIDE (Irma S. Russell & Vicki J. Wright, eds.) American Bar Association, 2017
- Intermediating Crowdfunding: A Foundational Assessment in Strategic Approaches to Successful Crowdfunding (Djamchid Assadi, ed.) IGI Global, 2016
- Fundamental Changes in the LLC: A Study in Path–Divergence and Convergence in RESEARCH HANDBOOK ON PARTNERSHIPS, LLCS AND ALTERNATIVE FORMS OF BUSINESS ORGANIZATIONS (Robert W. Hillman & Mark J. Loewenstein, eds.) Edward Elgar Publishing, 2015
- The Sarbanes–Oxley Act of 2002: A Regulatory Hodge–Podge Arising from Highly Visible Financial Fraud in RESEARCH HANDBOOK ON SECURITIES REGULATION IN THE UNITED STATES (Jerry W. Markham & Rigers Gjyshi, eds.) Edward Elgar Publishing, 2014
- The Legal Aspects of Crowdfunding and U.S. Law
 - *in* CROWDFUNDING: A GUIDE TO RAISING CAPITAL ON THE INTERNET (Steven Dresner, ed.) John Wiley & Sons, 2014
- A Portrait of the Insider Trader as a Woman
 - in Research Handbook on Insider Trading (Stephen M. Bainbridge, ed.) Edward Elgar Publishing, 2013
- Theoretical and Methodological Perspectives
 - in HANDBOOK OF CORPORATE GOVERNANCE (Douglas M. Branson & Thomas Clarke eds.) Sage Publications, 2012
- Disparate Notions of Fairness: Comparative Insider Trading Regulation in an Evolving Global Landscape in INTERNATIONAL LAW (Sanford R. Silverburg ed.) Westview Press, 2011
- Jones v. Securities and Exchange Commission, 298 U.S. 1 (1936)
 - in Encyclopedia of the Supreme Court of the United States
 - David S. Tanenhaus, Kay P. Kindred, Felice Batlan, Alfred L. Brophy, and Mark A. Graber, eds. Macmillan Reference USA, 2008
- Martha Stewart: Insider Trader?
 - *in* INSIDER TRADING: GLOBAL DEVELOPMENTS AND ANALYSIS (Paul Ali & Greg N. Gregoriou eds.) Taylor & Francis, 2008
- MARTHA STEWART'S LEGAL TROUBLES (editor and contributing author) Carolina Academic Press, 2007
- Asylum Law and Regulation in the United States (with Amy Lighter)
 - in Encyclopedia of American Civil Rights and Liberties (Otis H. Stephens, Jr. & John M. Scheb II, eds.) Greenwood Press, 2006

PUBLICATIONS: JOURNAL ARTICLES & SIMILAR WORKS

Tennessee's DAO Act: Positive Innovation or Fringe Legislation? 22 FLA. ST. BUS. REV (forthcoming 2023) (symposium issue)
The Fiduciary-ness of Business Associations 24 TRANSACTIONS: TENN. J. BUS. L. 255 (2023) (symposium issue)
Criminal Insider Trading in Personal Networks 2 STETSON BUS. L. REV. 88 (2023) (symposium issue)
Corporate Management Should All Be Feminists 40 LAW & INEQ. 409 (2022)
On Teaching Change Leadership to Law Students 62 SANTA CLARA L. REV. 43 (2022) (symposium issue)
The Potential Legal Value of Relational Contracts in a Time of Crisis or Uncertainty 85 LAW & CONTEMP. PROBS. 131 (2022) (symposium issue)
Choice of Entity: The Fiscal Sponsorship Alternative to Nonprofit Incorporation 23 TRANSACTIONS: TENN. J. BUS. L. 526 (2022) (symposium issue)
Leadership for the Transactional Business Law Student 23 TRANSACTIONS: TENN. J. BUS. L. 311 (2022) (edited presentation transcript)
At the Intersection of Corporate Short–Termism and Fiduciary Duties SHORT–TERMISM IN BUSINESS LAW: A GLOBAL АРРROACH (virtual symposium) NOVA Knowledge Centre on Business, Human Rights and the Environment Blog (2022)
Federalized Corporate Governance: The Dream of William O. Douglas as Sarbanes–Oxley Turns 20 16 BROOK. J. CORP. FIN. & COM. L. 97 (2021) (symposium issue)
History, Hope and Healthy Skepticism 22 TRANSACTIONS: TENN. J. BUS. L. 223 (2021) (symposium issue)
A Few Quick Viewpoints on Viewpoint Diversity Shareholder Proposals 22 TRANSACTIONS: TENN. J. BUS. L. 295 (2021) (symposium issue)
Business Law and Lawyering in the Wake of COVID–19 (with A.G. Crisp and G.B. Martin) 22 TRANSACTIONS: TENN. J. BUS. L. 365 (2021) (symposium issue)
Women Should Not Need to Watch Their Husbands Like [a] Hawk: Misappropriation Insider Trading in Spousal Relationships 15 TENN. J. L. & POL'Y 162 (2020) (symposium issue)
What is a Merger Anyway? (with Don Leatherman & Thomas Plank) 21 TRANSACTIONS: TENN. J. BUS. L. 321 (2020) (symposium issue)
<i>Me, Too and #MeToo: Women in Congress and the Boardroom</i> 87 GEO. WASH. L. REV. 1079 (2019) (symposium issue)
Blockchains, Corporate Governance, and the Lawyer's Role (with Adam J. Sulkowski), 65 WAYNE L. REV. 17 (2019) (symposium issue)
Lawyering for Social Enterprise

20 TRANSACTIONS: TENN. J. BUS. L. 789 (2019) (symposium issue)

- *Mr. Toad's Wild Ride: Business Deregulation in the Trump Era* 70 Mercer L. Rev. 587 (2019) (symposium issue)
- Designing Deregulation: The POTUS's Place in the Process 87 UMKC L. REV. 653 (2019) (symposium issue)

Tipper/Tippee Insider Trading as Unlawful Deceptive Conduct: Insider Gifts of Material Nonpublic Information to Strangers

- 56 WASH. U. J.L. & POL'Y 65 (2018) (symposium issue) Reprinted at 2019 SEC. L. REV. § 3.3
- *Let's Not Give Up on Traditional For–Profit Corporations for Sustainable Social Enterprise* 86 UMKC L. REV. 779 (2018) (symposium issue)

The Business Transactional Lawyer as SEALS Leader: Reflections on Being in a Good Place with Great People at the Right Time

86 UMKC L. REV. 529 (2018) (symposium issue)

- Professional Responsibility in an Age of Alternative Entities, Alternative Finance, and Alternative Facts 19 TRANSACTIONS: TENN. J. BUS. L. 227 (2017) (symposium issue)
- Selling Crowdfunded Equity: A New Frontier

70 OKLA. L. REV. 189 (2017) (symposium issue)

- Safe Haven Conundrum: The Use of Special Bailments to Keep Pets Out of Violent Households
- (with Patricia Graves Lenaghan)

12 TENN. J. L. & POL'Y 79 (2017)

- Why Can't We Be Friends? A Business Finance Lawyer's Plaintive Plea to Entrepreneurs 95 N.C. L. REV. 1459 (2017) (symposium issue)
- Getting Specific About the Policy and Tools of Securities Regulation: A Limited Response to Diversifying to Mitigate Risk: Can Dodd–Frank Section 342 Help Stabilize the Financial Sector?
 - 73 WASH. & LEE L. REV. ONLINE 829 (2017)
- Shareholder Wealth Maximization as a Function of Statutes, Decisional Law, and Organic Documents 74 WASH. & LEE L. REV. 939 (2017) (symposium issue)
- Corporate Purpose and Litigation Risk in Publicly Held U.S. Benefit Corporations 40 SEATTLE U. L. REV. 611 (2017) (symposium issue)
- (Not) Holding Firms Criminally Responsible for the Reckless Insider Trading of their Employees 46 STETSON L. REV. 127 (2016) (symposium issue)
- The Role of Business Counsel as Compliance Gatekeepers: Toward Understanding and Combatting Reckless Disregard for Legal and Ethical Compliance in Business Entities
 - 62 WAYNE L. REV. 7 (2016) (symposium issue)
- Securities Crowdfunding and Investor Protection 14 CESIFO DICE REPORT 11 (2016)
- Small Business Finance: Is the Crowd the Answer? 10 WEALTH COUNSEL Q. 44 (Apr. 2016)

The Death of an LLC: What's Trending in LLC Dissolution Law? BUS. L. TODAY (Jan. 2016) (ABA magazine contribution)
The Ties That Bind: LLC Operating Agreements as Binding Commitments 68 S.M.U. L. REV. 811 (2015) (symposium issue)
Teaching Business Associations with Group Oral Midterms: Benefits and Drawbacks 59 St. Louis U. L.J. 863 (2015)
Crowdfunding and the Public/Private Divide in U.S. Securities Regulation 83 U. CIN. L. REV. 477 (2014) (symposium issue), reprinted at 46 TEX. J. BUS. L. 131 (2016)
Representing Entities: The Value of Teaching Students How to Draft Board Resolutions and Other Similar Documentation (with Marcia Narine) 15 TRANSACTIONS: TENN. J. BUS. L. 547 (2014) (edited panel transcript)
Women in the Crowd of Corporate Directors: Following, Walking Alone, and Meaningfully Contributing 21 Wm. & MARY J. OF WOMEN & L. 59 (2014) (symposium issue)
How Congress Killed Investment Crowdfunding: A Tale of Political Pressure, Hasty Decisions, and Inexpert Judgments that Begs for a Happy Ending 102 Ky. L. J. 865 (2014) (symposium issue)
Investor and Market Protection in the Crowdfunding Era: Disclosing to and for the "Crowd" 38 VT. L. REV. 827 (2014) (symposium issue)
Business Lawyering In The Crowdfunding Era 3 Ам. U. Bus. L. Rev. 149 (2014) (symposium issue)
Rationalizing Entity Law: Corporate Law and Alternative Entities (Part II) BUS. L. TODAY (Dec. 2013) (ABA magazine contribution)
Willful Blindness, Plausible Deniability, and Tippee Liability: SAC, Steven Cohen, and the Court's Opinion in Dirks 15 TRANSACTIONS: TENN. J. BUS. L. 47 (2013)
A Case Study in Transactional Centers and Certificate/Concentration Programs: From Program Design to Student Experience, The Clayton Center for Entrepreneurial Law (with Brian K. Krumm & Michael J. Higdon) 14 TRANSACTIONS: TENN. J. BUS. L. 569 (2013) (edited panel transcript)
The New Intermediary on the Block: Funding Portals under the CROWDFUND Act 13 U.C. DAVIS BUS. L. J. 177 (2013) (symposium issue) Reprinted at 56 CORP. PRAC. COMMENT. 323 (2014)
Desire, Conservatism, Underfunding, Congressional Meddling, and Study Fatigue: Ingredients for Ongoing Reform at the Securities and Exchange Commission? 81 U. CIN. L. REV. 443 (2013) (symposium issue)
Teaching Business Associations Law in the Evolving New Market Economy 8 Md. J. Bus. Тесн. L. 175 (2013)
To Be or Not to Be (a Security): Funding For–Profit Social Enterprise 25 REGENT L. REV. 299 (2013) (symposium issue)
What is a Security in the Crowdfunding Era? 7 Он. St. Entrepren. Bus. L.J. 335 (2012) (symposium issue)

Just Do It! Specific Rulemaking on Materiality Guidance in Insider Trading 72 LA. L. REV. 999 (2012) Reprinted at 45 SEC. L. REV. § 3.3 (2013)

The SEC's New Line–Item Disclosure Rules for Asset–Backed Securities: MOTS or TMI? 35 HAMLINE L. REV. 385 (2011/12) (symposium issue)

- The Last Male Bastion: In Search of a Trojan Horse 37 U. DAYTON L. REV. 77 (2011) (symposium issue)
- Proceed at Your Peril: Crowdfunding and the Securities Act of 1933 (with Shelden Ryan Hoffman) 78 TENN. L. REV. 878 (2011)
- Thoughts on the Corporation as a Person for Purposes of Corporate Criminal Liability 41 STETSON L. REV. 137 (2011) (roundtable essay)
- Innovative Transactional Pedagogies (with Michael A. Woronoff & Lyman P.Q. Johnson) 12 TRANSACTIONS: TENN. J. BUS. L. 243 (2011) (edited panel transcript)
- A More Critical Use of Fairness Opinions as a Practical Approach to the Behavioral Economics of Mergers and Acquisitions 12 TRANSACTIONS: TENN. J. BUS. L. 81 (2011) (symposium issue)

Sustaining Reform Efforts at the SEC: A Progress Report 30 BANKING & FIN. SVCS POLICY REPORT 1 (2011)

Federal Interventions in Private Enterprise in the United States: Their Genesis in and Effects on Corporate Finance Instruments and Transactions

40 SETON HALL L. REV. 1487 (2010) (symposium issue)

- Reframing and Reforming the Securities and Exchange Commission: Lessons from Literature on Change Leadership 55 VILL. L. REV. 627 (2010) (symposium issue) Reprinted at 44 SEC. L. REV. § 5.3 (2012)
- The Best of Times, the Worst of Times: Securities Regulation Scholarship and Teaching in the Global Financial Crisis 5 MD. J. BUS. TECH. L. 59 (2010) (roundtable introduction essay)

Martha Stewart and the Forbidden Fruit: A New Story of Eve 2009 MICH. ST. L. REV. 1017 (symposium issue)

Martha's (and Steve's) Good Faith: An Officer's Duty of Loyalty at the Intersection of Good Faith and Candor 11 TRANSACTIONS: TENN. J. BUS. L. 111 (2009)

Executive Employment Agreements in Tennessee: An Annotated Model Tennessee Acquisition Employment Agreement (with Trace Blankenship)

10 TRANSACTIONS: TENN. J. BUS. L. 141 (2009)

WANTED: Female Corporate Directors (a review of Professor Douglas M. Branson's NO SEAT AT THE TABLE (with Sarah White)

29 PACE LAW REV. 249 (2009) (book review issue)

Reprinted at 51 CORP. PRAC. COMMENT. 619 (2009)

Female Investors and Securities Fraud: Is the Reasonable Investor a Woman? 15 WM. & MARY J. OF WOMEN & L. 291 (2009) (symposium issue)

- Does Sarbanes–Oxley Foster the Existence of Ethical Executive Role Models in the Corporation? 3 MD. J. BUS. TECH. L. 221 (2008) (conference issue)
- *Bills of Sale in Tennessee: An Annotated Model Tennessee Bill of Sale* (with J. Allen Roberts) 9 TRANSACTIONS: TENN. J. BUS. L. 305 (2008)
- Personal Facts about Executive Officers: A Proposal for Tailored Disclosures to Encourage Reasonable Investor Behavior 42 WAKE FOREST L. REV. 749 (2007) (symposium issue)
- *Hell Hath No Fury Like an Investor Scorned: Retribution, Deterrence, Restoration, and the Criminalization of Securities Fraud under Rule 10b–5*

2 MD. J. BUS. TECH. L. 3 (2007) (roundtable essay)

- Sex, Trust, and Corporate Boards 18 HASTINGS W.L.J. 173 (2007)
- Acquisition Licenses in Tennessee: An Annotated Model Tennessee Acquisition License Agreement
- (with Jason J. Epstein & W. Edward Ramage)

8 TRANSACTIONS: TENN. J. BUS. L. 359 (2007)

- Martha Stewart Saved! Insider Violations of Rule 10b–5 for Misrepresented or Undisclosed Personal Facts 65 MD. L. REV. 380 (2006) (conference issue)
- Caught in (or on) the Web: A Review of Course Management Systems for Legal Education 16 ALB. L.J. SCI. & TECH. 265 (2006)
- Acquisition Escrows in Tennessee: An Annotated Model Tennessee Acquisition Escrow Agreement (with Timothy M. McLemore)

7 TRANSACTIONS: TENN. J. BUS. L. 273 (2006)

- The Feminist Pervasion: How Gender–Based Scholarship Informs Law and Law Teaching
- (with Ann Bartow, F. Carolyn Graglia & Deseriee Kennedy) 15 S. CAL. REV. OF L. & WOMEN'S STUD. 3 (2005) (edited panel transcript)
- Bank Mergers in Tennessee: An Annotated Model Tennessee Bank Merger Agreement (with Jackie G. Prester) 6 TRANSACTIONS: TENN. J. BUS. L. 247 (2005)
- Rock, Paper, Scissors: Choosing the Right Vehicle for Federal Corporate Governance Initiatives 10 FORDHAM J. OF CORP. & FIN. L. 225 (2005)
- Buying Stock in Tennessee: An Annotated Model Tennessee Stock Purchase Agreement

(with Terry W. Gentle, Jr.)

5 TRANSACTIONS: TENN. J. BUS. L. 211 (2004)

- Materiality Guidance in the Context of Insider Trading: A Call to Action 52 AM. U. L. Rev. 1131 (2003), reprinted at 36 SEC. L. Rev. 448 (2004)
- Enron's Tangled Web: Complex Relationships; Unanswered Questions 71 U. CIN. L. REV. 1167 (2003) (symposium issue)
- Save Martha Stewart? Observations About Equal Justice in U.S. Insider Trading Regulation 12 TEX. J. OF WOM. & L. 247 (2003) (symposium issue)

Buying Assets in Tennessee: An Annotated Model Tennessee Asset Purchase Agreement (with Angela Humphreys Hamilton)

4 TRANSACTIONS: TENN. J. BUS. L. 209 (2003)

Don't Cheat; Escheat! What Every Business Lawyer Ought to Know About Tennessee's Abandoned Property Laws 3 TRANSACTIONS: TENN. J. BUS. L. 8 (2001)

PUBLICATIONS: U.S. SUPREME COURT BRIEFS

- Brief of Professors at Law and Business Schools As Amicus Curiae in Support of Respondents, Leidos, Inc., fka SAIC, Inc., Petitioners, v. Indiana Public Retirement System, Indiana State Teachers' Retirement Fund, and Indiana Public Employees' Retirement Fund, Respondents, No. 16–581 (S. Ct. Sept. 7, 2017)
 (with J. Robert Brown, Jr., James D. Cox, and Lyman Johnson)
- Brief of Professors at Law and Business Schools as Amici Curiae in Support of Respondents, Omnicare, Inc., Et Al., Petitioners, v. Laborers District Council Construction Industry Pension Fund, Et Al., Respondents, No. 13–435 (S. Ct. Sept. 2, 2014) (with J. Robert Brown, Jr., Lyman Johnson, and Celia Taylor)

SELECTED PRESENTATIONS (2018–2023)

<u>2023</u>

NATIONAL BUSINESS LAW SCHOLARS CONFERENCE

"Federalizing Corporate Law"

IILWG & GRUNIN CENTER FOR LAW AND SOCIAL ENTREPRENEURSHIP AT NEW YORK UNIVERSITY SCHOOL OF LAW, 2023 ANNUAL CONFERENCE ON LEGAL ISSUES IN SOCIAL ENTREPRENEURSHIP AND IMPACT INVESTING – IN THE US AND BEYOND

"Impact Education" (Organizer & Moderator)

LAW AND SOCIETY ASSOCIATION ANNUAL MEETING

"Corporate Accountability" (Chair & Discussant)

"Myths and Misunderstandings of White-Collar Crime" (AMR Panelist)

"Feminist Judgments: Corporate Law Rewritten" (Organizer & Chair)

TENNESSEE BAR ASSOCIATION 2023 BUSINESS LAW FORUM

"Securities Law Lessons from Recent Crypto Litigation and Bankruptcies"

STETSON UNIVERSITY COLLEGE OF LAW, ELON MUSK AND THE LAW

"Representing Elon Musk"

WAKE FOREST UNIVERSITY SCHOOL OF LAW, ESG AND BLOCKCHAIN: SEEKING CLARITY THROUGH RADICAL TRANSPARENCY "Corporate Governance and Blockchain"

EAST TENNESSEE LAWYER'S ASSOCIATION FOR WOMEN

"Mixed Breeds"

"WAYSTAR/ROYCO SCHOOL OF LAW" SUCCESSION ZOOM SERIES

"What the Roys Should Learn from the Demoulas Family (But Probably Won't)"

FLORIDA STATE UNIVERSITY COLLEGE OF LAW, NEW FRONTIERS IN ORGANIZATIONAL LAW

"Tennessee's DAO Act: Positive Innovation or Fringe Legislation?"

MISSISSIPPI COLLEGE SCHOOL OF LAW, ESG & ENERGIZING ECONOMIC DEVELOPMENT IN MISSISSIPPI

"ESG: Explanation, Ethos, and Ethics"

ASSOCIATION OF AMERICAN LAW SCHOOLS ANNUAL MEETING

"How Transactional Lawyers Can Impact the World"

<u>2022</u>

GEORGE MASON UNIVERSITY INSTITUTE FOR HUMANE STUDIES & FLORIDA ATLANTIC UNIVERSITY MADDEN CENTER FOR VALUE CREATION

"Markets & Management Symposium: The Possibilities & Limitations of Private Ordering"

ASSOCIATION OF CORPORATE COUNSEL (TN), MBA IN A FULL DAY

"The Business of ESG: What Corporate Counsel Need to Know"

THE UNIVERSITY OF TENNESSEE COLLEGE OF LAW, BUSINESS LAW PROF BLOG SYMPOSIUM

"The Fiduciary-ness of Business Associations"

SOUTHEASTERN ASSOCIATION OF LAW SCHOOLS ANNUAL MEETING

"Is Section 230 Unconstitutional, and Should it be Modified?" (Moderator)

- "Pressure on and Backlash against Corporations as Political Actors"
- "Elon Musk and the Law"

"New Challenges for Insider Trader Compliance"

LAW AND SOCIETY ASSOCIATION GLOBAL MEETING (LISBON, PORTUGAL)

"Criminal Insider Trading in Personal Networks" "Reconstructing the Corporation" (AMR Panelist) "Awakening Capitalism" (Co-Organizer)

NATIONAL BUSINESS LAW SCHOLARS CONFERENCE

"Business and Campaign Finance in an NFT World"

GEORGE MASON UNIVERSITY INSTITUTE FOR HUMANE STUDIES & FLORIDA ATLANTIC UNIVERSITY MADDEN CENTER FOR VALUE CREATION "Contemporary Challenges to Corporate Governance: Regulations Concerning Diversity, Equity, and Inclusion"

TENNESSEE BAR ASSOCIATION 2022 BUSINESS LAW FORUM

"Partner Left Behind: Organizing a Limited Liability Entity for a Pre-existing Business Venture"

STETSON UNIVERSITY COLLEGE OF LAW, WHITE COLLAR CRIME: A LOOK INTO THE PAST, PRESENT, AND FUTURE

"Criminal Insider Trading in Personal Networks"

GEORGE MASON UNIVERSITY INSTITUTE FOR HUMANE STUDIES & FLORIDA ATLANTIC UNIVERSITY MADDEN CENTER FOR VALUE CREATION

"Contemporary Challenges to Corporate Governance: Regulations Concerning Diversity, Equity, and Inclusion"

LINCOLN MEMORIAL UNIVERSITY DUNCAN SCHOOL OF LAW, FACULTY RESEARCH FORUM

"Thoughts on enhancing scholarly productivity, as well as local and national scholarly recognition"

ASSOCIATION OF AMERICAN LAW SCHOOLS ANNUAL MEETING

"A Very Online Economy: Meme Trading, Bitcoin, and the Crisis of Trust and Value(s) – How Should the Law Respond?"

<u>2021</u>

TENNESSEE BAR ASSOCIATION, CONTINUING LEGAL EDUCATION PROGRAM

"Relational Contracts & the Pandemic: Guidance for Practitioners"

THE UNIVERSITY OF TENNESSEE COLLEGE OF LAW, BUSINESS LAW PROF BLOG SYMPOSIUM

"Choice of Entity: The Fiscal Sponsorship Alternative to Nonprofit Incorporation"

HAMILTON BURNETT AMERICAN INN OF COURT

"What lawyers need to know about cybersecurity in and outside their own workplaces" (with pupilage team)

THE UNIVERSITY OF TENNESSEE, KNOXVILLE, CLAY AND DEBBIE JONES CENTER FOR LEADERSHIP & SERVICE

"Why Would Anyone Want to be Led by Me?" (Clifton M. Jones Leadership Workshop)

SOUTHEASTERN ASSOCIATION OF LAW SCHOOLS ANNUAL MEETING

"Insider Trading and Markets"

"First Things First: Is Short–Termism the Problem?"

"Supreme Court and Legislative Update (Administrative, Corporate, and Intellectual Property)"

EMORY UNIVERSITY SCHOOL OF LAW, SEVENTH BIENNIAL CONFERENCE ON THE TEACHING OF TRANSACTIONAL LAW AND SKILLS

"The Need to Teach Resilience to Transactional Business Law Students" (Keynote Speaker)

"Leadership for the Transactional Business Law Student"

NATIONAL BUSINESS LAW SCHOLARS CONFERENCE

"An Innovative Way to Prevent Adversarial Supplier Relationships?"

LAW AND SOCIETY ASSOCIATION ANNUAL MEETING

"Diversity and the U.S. Public Company Board: California and Beyond"

"Big Dirty Money: The Shocking Injustice and Unseen Cost of White Collar Crime" (AMR Moderator)

TENNESSEE BAR ASSOCIATION, BUSINESS LAW FORUM

"Athlon and the Death of the Delaware Block Method"

BROOKLYN LAW SCHOOL, A LIFE NAVIGATING THE SECURITIES MARKETS: A CELEBRATION OF PROFESSOR ROBERTA KARMEL'S WORK, TEACHING, AND MENTORSHIP

"Federalized Corporate Governance: The Dream of William O. Douglas as Sarbanes–Oxley Turns 20"

SANTA CLARA UNIVERSITY SCHOOL OF LAW, LAWYERS, LEADERSHIP, AND CHANGE: ADDRESSING CHALLENGES AND OPPORTUNITIES IN UNPRECEDENTED TIMES

"Leadership, Lawyers and Practice of Law: Pedagogy and Leading Innovation and Change"

C. WARREN NEEL CORPORATE GOVERNANCE CENTER

"Corporate Management Should All Be Feminists"

ASSOCIATION OF AMERICAN LAW SCHOOLS ANNUAL MEETING

"On Teaching Change Leadership to Law Students"

<u>2020</u>

AMERICAN BAR ASSOCIATION, LLC INSTITUTE

"Indemnification and Advancement in LLCs"

THE UNIVERSITY OF TENNESSEE COLLEGE OF LAW, BUSINESS LAW PROF BLOG SYMPOSIUM

"Business Law and Lawyering in the Wake of COVID-19"

RUTGERS UNIVERSITY LAW SCHOOL, FACULTY COLLOQUIUM

"U.S. Securities Crowdfunding: A Way to Economic Inclusion for Low–Income Entrepreneurs?"

SOUTHEASTERN ASSOCIATION OF LAW SCHOOLS ANNUAL MEETING

"International Cooperation and Faculty Student Exchanges"

"Insider Trading: Is It All about the Money?"

"Perspectives on Board Diversity and California's New Law" "Inter–Topical Problem–Solving: The Curious Case of the Estate of Jeffrey Epstein"

UNIVERSITY OF MINNESOTA LAW SCHOOL, FEMINISM AND CORPORATE LAW WORKSHOP

"Women & Mergers & Acquisitions"

NATIONAL BUSINESS LAW SCHOLARS CONFERENCE, NEW SCHOLARS WORKSHOP

"Entering and Navigating the Academy"

ASSOCIATION OF AMERICAN LAW SCHOOLS, FACULTY FOCUS

"Effective Use of Research Assistants"

NATIONAL BUSINESS LAW SCHOLARS CONFERENCE

"Teaching Business Law: Applying What We Learned from Emergency Remote Teaching During the Pandemic" "Women and the Personal Side of Insider Trading" "Business Law in the COVID–19 Era"

LAW AND SOCIETY ASSOCIATION ANNUAL MEETING

"Citizen Capitalism: How a Universal Fund Can Provide Influence and Income to All"

"Evaluating Cryptocurrencies & Other Market Developments"

"New Histories of Commercial Law"

ASSOCIATION OF AMERICAN LAW SCHOOLS ANNUAL MEETING

"Markets and Regulation: The Shifting Context of Transactional Practice"

"Friends and Family Insider Trading: A Preliminary Portrait"

<u>2019</u>

- THE UNIVERSITY OF TENNESSEE COLLEGE OF LAW, INSIDER TRADING STORIES SYMPOSIUM
 - "Women Should Not Need to Watch Their Husbands Like [a] *Hawk*: Misappropriation Insider Trading in Spousal Relationships"

LOYOLA UNIVERSITY CHICAGO SCHOOL OF LAW, INSTITUTE FOR INVESTOR PROTECTION CONFERENCE "In Search of a Level Playing Field: Insider Trading"

THE UNIVERSITY OF TENNESSEE COLLEGE OF LAW, BUSINESS LAW PROF BLOG SYMPOSIUM

"What is a Merger Anyway?"

TENNESSEE ANIMAL CARE AND CONTROL CONFERENCE

"Neither Here nor There: Tennessee's Laws Protecting Animals"

SOUTHEASTERN ASSOCIATION OF LAW SCHOOLS ANNUAL MEETING

"Benefit Corporation (or Not)? Establishing and Maintaining Social Impact Business Firms"

- "Insider Trading Stories"
- "Campus Speech Repression"
- "Teaching to Engage"

WOMEN'S LEADERSHIP IN ACADEMIA CONFERENCE

"Leading from Where We Are"

EUROPEAN ACADEMY OF MANAGEMENT CONFERENCE

"U.S. Microfinance through the Sharing Economy: U.S. Securities Crowdfunding as a Means of Promoting Capital Formation, Encouraging Investment, and Addressing Poverty"

NATIONAL BUSINESS LAW SCHOLARS CONFERENCE

"Friends and Family Insider Trading: Data and Implications"

IMPACT INVESTING LEGAL WORKING GROUP (IILWG) / NEW YORK UNIVERSITY SCHOOL OF LAW GRUNIN CENTER FOR LAW AND SOCIAL ENTREPRENEURSHIP CONFERENCE

"Organizational Options and Differentiated Social Good"

LAW AND SOCIETY ASSOCIATION ANNUAL MEETING

"Friends & Family Insider Trading: Data and Stories"

TENNESSEE BAR ASSOCIATION, ANIMAL LAW FORUM

"Treat Thy Animal as Thyself? A Legal Narrative"

EWING MARION KAUFFMAN FOUNDATION / UNIVERSITY OF MISSOURI-KANSAS CITY, SEVENTH ANNUAL MIDWEST SYMPOSIUM

"Organizational Forms for Social Entrepreneurship and Related Policy Issues"

TENNESSEE BAR ASSOCIATION, BUSINESS LAW FORUM

"Operating Ethically: Professional Conduct and the Drafting of LLC Operating Agreements"

THE UNIVERSITY OF TENNESSEE COLLEGE OF LAW, SYMPOSIUM ON THE NINETEENTH AMENDMENT "100 YEARS LATER"

"A Seat at the Table"

THE UNIVERSITY OF TENNESSEE, KNOXVILLE, C. WARREN NEEL CORPORATE GOVERNANCE CENTER

"Tipping and Misappropriation in Personal Networks"

RUTGERS CENTER FOR CORPORATE LAW & GOVERNANCE, FOURTH ANNUAL CORPORATE COMPLIANCE INSTITUTE

"Financial Services & Securities: Current Topics in Compliance"

TENNESSEE BAR ASSOCIATION, APPELLATE PRACTICE / TORT AND INSURANCE LAW FORUM

"Mind the Gap! How Mindfulness Can Help Keep Us Steady as We Move through Law Practice and Life"

WAYNE STATE UNIVERSITY LAW SCHOOL, SYMPOSIUM ON THE EMERGING BLOCKCHAIN AND THE LAW

"Organizational Law"

ASSOCIATION OF AMERICAN LAW SCHOOLS ANNUAL MEETING

"Insider Trading and Cryptoassets: The Future of Regulation in the Blockchain Era"

<u>2018</u>

SOUTHEASTERN ACADEMY OF LEGAL STUDIES IN BUSINESS CONFERENCE

"Valuing and Visioning Collaboration" (keynote)

MERCER UNIVERSITY SCHOOL OF LAW SYMPOSIUM

"Mr. Toad's Wild Ride: Business Deregulation in the Trump Era"

THE UNIVERSITY OF TENNESSEE COLLEGE OF LAW, BUSINESS LAW PROF BLOG SYMPOSIUM

"Lawyering for Social Enterprise"

SOUTHEASTERN ASSOCIATION OF LAW SCHOOLS ANNUAL MEETING

"The Role of Corporate Personhood in Masterpiece Cakeshop"

- "Alternative Ways of Going Public"
- "U.S. v. Martoma and the Future of Insider Trading Law"

20TH CONGRESS OF THE INTERNATIONAL ACADEMY OF COMPARATIVE LAW, U.S. REPORTER

"The Legal Regulation of Crowdfunding"

WOMEN'S LEADERSHIP IN ACADEMIA CONFERENCE

"Outside the Four Walls of the Law School: Law Faculty and Staff as Campus and University Service Leaders"

NATIONAL BUSINESS LAW SCHOLARS CONFERENCE

"Business Deregulation, American Style: What Process Shows Promise?"

LAW AND SOCIETY ASSOCIATION ANNUAL MEETING

"A Role for Securities Crowdfunding in U.S. Microfinance?"

EMORY UNIVERSITY SCHOOL OF LAW, SIXTH BIENNIAL CONFERENCE ON THE TEACHING OF TRANSACTIONAL LAW AND SKILLS

"An Agenda for Advocates of Transactional Skills Instruction"

"The Value of Document 'Treasure Hunts' in Teaching Transactional Law and Skills"

IMPACT INVESTING LEGAL WORKING GROUP (IILWG) / NEW YORK UNIVERSITY SCHOOL OF LAW GRUNIN CENTER FOR LAW AND SOCIAL ENTREPRENEURSHIP CONFERENCE

"(When) Do Definitions Matter?"

EWING MARION KAUFFMAN FOUNDATION / UNIVERSITY OF MISSOURI–KANSAS CITY, SIXTH ANNUAL MIDWEST SYMPOSIUM "Legal Issues in Social Entrepreneurship"

TENNESSEE BAR ASSOCIATION, ANIMAL LAW FORUM

"Pot-Bellied Pigs, Dyed Rabbits, and Other Such Stuff"

TENNESSEE BAR ASSOCIATION, BUSINESS LAW FORUM

"Technology and YOU: What you need to know to stay ethical"

TENNESSEE BAR ASSOCIATION, CORPORATE COUNSEL FORUM

"Data Security and Ethical Considerations in the In–House Counsel Role"

"Corporate Governance Nuts and Bolts"

EAST TENNESSEE LAWYERS ASSOCIATION FOR WOMEN, LUNCH & LEARN EVENT

"The Blockchain, Women, and Law: What We All Need to Know"

ASSOCIATION OF AMERICAN LAW SCHOOLS ANNUAL MEETING

"Should the Securities and Exchange Commission 'Go Plumbing?"

"A New Era for Business Regulation"

"Fraud as Manipulation or Deception: The Limits of Securities Fraud under Section 10b) of the Exchange Act"