

ASCL

Board of Directors Minutes -- 2011

Annual Meeting of the Society on October 21, 2011

MINUTES of the Annual Meeting of the Board of Directors of the American Society of Comparative Law, Inc.

Held on Friday, October 21, 2011 at 5:00 p.m.

at McGeorge School of Law, University of the Pacific, 3200 Fifth Avenue, Sacramento, CA 95817

The annual meeting of the Board of Directors of the American Society of Comparative Law, Inc. was called to order at 5:00 p.m. by President John Reitz immediately following the adjournment of the meeting of the Society's Sponsor Members.

1. Secretary's Roll Call

A sheet for silent roll call was distributed. The following 25 Directors were present at the meeting, who are listed following the name of their institution:

1. University of Alabama School of Law: Kenneth M. Rosen
2. University of Arkansas at Little Rock, Bowen School of Law: Kenneth S. Gallant
3. University of Baltimore School of Law: James Maxeiner
4. University of California at Berkeley School of Law: Richard M. Buxbaum
5. University of California at Davis School of Law: Afra Asharipour
6. Chicago-Kent College of Law, IIT: David J. Gerber
7. Cleveland-Marshall College of Law: Brian Ray
8. University of Connecticut School of Law: Richard S. Kay
9. Duke University School of Law: Donald L. Horowitz
10. University of Florida College of Law: Pedro Malavet
11. Georgetown University Law Center: Charles H. Gustafson
12. University of Hawai'i, Richardson School of Law: Alison W. Conner
13. University of Iowa College of Law: John C. Reitz
14. Loyola University New Orleans School of Law: Bernard Keith Vetter
15. McGill University, Institute of Comparative Law: H. Patrick Glenn
16. University of Maryland School of Law: Shruti Rana
17. University of Minnesota Law School: Fred L. Morrison
18. University of Missouri-Columbia School of Law: William B. Fisch
19. University of the Pacific, McGeorge School of Law: Stephen C. McCaffrey
20. Pennsylvania State University, Dickinson School of Law: Louis Del Duca
21. Pepperdine University School of Law: Donald Childress
22. University of Pittsburgh School of Law: Vivian Grosswald Curran
23. Southern Methodist School of Law: Peter Winship
24. Southwestern University Law School: Mark E. Cammack
25. William Mitchell College of Law: Kenneth L. Port

In addition, the following 22 individuals were present and represented the Director from their institution:

1. American University, Washington College of Law: Padideh Ala'i
2. Boston College Law School: Richard Albert
3. Emory University School of Law: Johan van der Vyver
4. George Washington University, National Law Center: Francesca Bignami
5. Harvard Law School: Ioanna Tourkochoriti
6. Indiana University at Bloomington Law School: Hannah L. Buxbaum
7. Louisiana State University Law Center: Alain A. Levasseur
8. University of Miami School of Law: Markus Wagner
9. University of Michigan Law School: Mathias Reimann
10. Mississippi College School of Law: David Hamm
11. University of Missouri-Kansas City School of Law: Timothy Lynch
12. University of Nevada-Las Vegas School of Law: Christopher L. Blakely
13. University of Oklahoma Law Center: Peter B. Kutner
14. Roger Williams University School of Law: Edward J. Eberle
15. St. Louis University School of Law: Richard C. Ameling
16. University of San Diego School of Law: Laurence P. Claus
17. National University of Singapore Faculty of Law: Gary F. Bell
18. Università di Trento Facoltà di Giurisprudenza: Luisa Antonioli
19. Tulane University School of Law: Ronald J. Scalise
20. University of Washington School of Law: Sylvia Kang`ara
21. Western New England School of Law: Peter W. Schroth
22. Willamette University College of Law: David S. Clark

2. Approval of Minutes of the 2010 Meeting of the Board of Directors

The Minutes of the 2010 Meeting of the Board of Directors of the Society were approved with no corrections.

3. Report of the Nominating Committee and the Election of Officers and Executive Committee Members (David Clark)

David Clark, Chair of the Nominating Committee, reported on nominations for the Society's officers and executive committee members. Candidates for vice president, treasurer and parliamentarian ran unopposed, and there were no nominations from the floor. The results of the elections were as follows:

Vice President: H. Patrick Glenn (2011-2013)

Treasurer: Richard S. Kay (2011-13)

Parliamentarian: David Gerber (2011-13)

Executive Committee: Luisa Antonioli and Jayanth Krishnan (2011-13).

President Reitz thanked the members of the Nominating Committee and expressed his appreciation to all those willing to serve as officers of the Society and on the Executive Committee.

4. Report of the Treasurer (Richard Kay)

Richard Kay, the Treasurer, presented his annual report on the finances of the Society, including the final financial report and reconciliation for the period January 1 to December 31, 2010 and the interim report for January 1 to September 30, 2011. The Treasurer noted a modest increase in reserves during 2010 but a 9% decrease in reserves this year, which tracks the reduction in the overall stock market. A significant part of the decrease has been made up, however, and he has continued to move the Society's funds into more conservative investments. The Society has also done well in maintaining its membership and collecting dues, despite the state of the economy. The Finance Committee had met with him earlier that day and were satisfied with the Society's portfolio.

The Treasurer then presented twelve recommendations to the members. He recommended that:

1. Dues for Sponsor Members for 2012 remain at \$700.
2. Up to \$1000 be paid to PayPal for fees associated with electronic payment of dues.
3. \$10,000 be paid to the University of Connecticut Law School as reimbursement for the services of the Executive Assistant and for other costs.
4. Up to \$3000 be paid to McGeorge Law School for expenses of the annual dinner.
5. Dues be paid to the American Council of Learned Societies in the amount \$990.
6. Dues be paid annually to the International Association of Legal Science in the amount of \$1000.
7. The maximum reimbursement for each Sponsor member represented at the 2012 Annual Meeting be set at \$600.
8. \$3000 be paid to recipients of prizes for scholarship authorized by the Society.
9. Up to \$3000 be paid for reimbursement of expenses for participation in the 2012 Comparative Law Works-in-Progress Workshop in Princeton, NJ.
10. Up to \$1000 be paid for reimbursement of expenses for participation in conferences to be sponsored by the Younger Comparativists' Committee.
11. Up to \$1500 be paid for website maintenance.
12. Up to \$1800 be paid for reimbursement of expenses for participating in the Taiwan Intermediate Congress of International Academy of Comparative Law.

The Treasurer reported that the first nine recommendations were standard

recommendations, but the last three, including an amount for website maintenance, were new and should be considered more closely by the directors. One director noted the large balances the Society carries and asked if this was unusual—should some of these funds be put to use, perhaps for fellowships or subsidizing books? The Treasurer said that this was an issue for members of the Society to consider, and the President stated that he would appoint an ad committee to make recommendations. The Treasurer requested that the report be adopted.

Fred Morrison, the chairman of the Finance Committee, then moved adoption of the Treasurer's report. He also moved that the Society adopt an amendment to paragraph 6.3 of the Audit and Investment Guidelines to add a requirement that "no investment in a single mutual or diversified fund should exceed 20% of [the Society's] assets without the Finance Committee's approval." Otherwise the 10% limit on an investment in any stock or bond would apply to funds as well as to individual stocks and bonds. Since the time the directives were adopted ten years ago, the Society's funds have been moved into mutual funds, which are already diversified to some extent, and it is expensive as well as unnecessary to maintain ten of them. The motions were approved, and both the Treasurer's report and the amendment were adopted unanimously. Richard Kay expressed his thanks to the Finance Committee for their help and support, and the President also thanked the Treasurer for his efforts on behalf of the Society.

5. Board of Directors Meeting Suspended - Meeting of the Board of Editors of the *American Journal of Comparative Law* convened - Report of the Editor-in-Chief (Mathias Reimann)

The Directors meeting was suspended at 5:20 p.m. and the meeting of the board of editors of the *American Journal of Comparative Law* was convened, with editor-in-chief Mathias Reimann conducting this portion of the meeting. He distributed the annual report including its financial reports for January 1 to December 31, 2010 and noted that the journal continues to be published on time. He also expressed his thanks to all members of the *Journal's* editorial board, who continue to read a large number of manuscripts every year. Teemu Ruskola has resigned from the board and in his place Tom Ginsburg and Gary Bell will read the submissions on Asian law. Leila Sadat will also replace Hannah Buxbaum as book review editor.

As for the financial reports, the *Journal* spent \$10,000 more than it made last year, but this was only because of the publication of the supplement, and the cost has already been built into the subscription cost. In response to a question, the Editor reported that although the online version of the *Journal* has caught on more slowly than expected, it still breaks even. Royalties are also increasing and the *Journal* is in good financial shape.

6. Meeting of the Board of Editors of the *American Journal of*

Comparative Law adjourned--Directors' Meeting Reconvened

7. Report of the Annual Programs Committee and Selection of the Venue for the 2013 Annual Meeting

President Reitz reconvened the Board of Directors meeting at 5:35 p.m. Ralf Michaels, chair of the Annual Meetings Program Committee, delivered the committee's report. He noted the inclusion in this year's program of the hot topics session as well as the panel organized by the Younger Comparatists Committee, which received a positive response. He also reminded members that the next annual meeting will be held at Iowa on October 4-6, 2012.

For the 2013 meeting, the committee received two proposals, from the University of Kansas and the University of Arkansas-Little Rock, and did not make a formal recommendation on the choice because the decision was not necessarily within their charge. The members of the committee were also willing to work with schools on their annual meeting programs and hoped to continue to do so. According to Ralf Michaels, the University of Kansas was prepared to host the Society in 2013 or 2014 and to make the annual meeting the basis of the symposium issue of their law review. Although Kansas did not propose a concrete program, the Programs Committee could work with them to choose a topic if the members decided to choose Kansas.

Kenneth Gallant then presented a proposal on behalf of the University of Arkansas to host the meeting and organize a program on comparative conflict of laws. He indicated that his school would be open to developing the program on their own but would also work closely with the Programs Committee to include a hot topics session and a younger comparatists panel in the program. He distributed materials on his law school and Little Rock and reported that his dean had already committed to financial support of the program. The law school is renovating its facilities and there is also the possibility of holding one of the events at the President Clinton Library in Little Rock. Although the proposal was for the 2013 meeting, he requested that the directors vote on the program or vote to allow the Executive Committee to make the decision on their behalf so that his school could begin planning if they were chosen as hosts.

The directors then discussed possible locations and topics for the program of the 2013 annual meeting. Honorary President Symeon Symeonides reminded members that conflicts was a key area for the Society and that no meeting had been devoted to a conflict of laws topic since the 1970s; this proposal was also for a comparative conflicts topic. President Reitz suggested that the membership make the decision now rather than later; it has been the custom to make these venue decisions two years in advance. Further discussion followed on the timing of the decision, the factors involved in selecting the host for the annual meeting, including the geographic location, the desirability of the topic, planning details, and the expressed

willingness of both schools to work closely with the Programs Committee. At the end of the discussion, Symeon Symeonides moved that the 2013 meeting of the Society be held at the University of Arkansas-Little Rock, that the topic be comparative conflict of laws, and that the host work with closely with the Programs Committee in planning the program. The motion was seconded and the board of directors voted in favor of the motion. The 2013 meeting will therefore be held at the University of Arkansas.

8. Report of the Prizes Committee (Vivian Grosswald Curran)

Vivian Curran thanked the members of the Prizes Committee for their work and reported the committee's choice for this year's prizes. The winner of the Hessel Yntema Prize for younger scholars was Amalia D. Kessler for her article, "Marginalization and Myth: the Comparatist Roots of France's Forgotten Elective Judiciary," which was published in 58 *American Journal of Comparative Law* 679 (2010). The winner of the Eric Stein Senior Scholar prize was Liav Orgad, for his article "Illegal Liberalism: Cultural Restrictions on Migration and Access to Citizenship in Europe," appearing in 58 *American Journal of Comparative Law* 53 (2010).

9. Report of the Younger Comparatists Committee (Richard Albert)

Richard Albert, chairman of the committee, thanked the members of the committee for their work and reported on the group's plans and activities. So far the committee has created three advisory groups: (i) Scholarship Advisory Group; (ii) Membership Advisory Group; and (iii) Linkages & Engagement Advisory Group. It has also organized the younger comparatists panel at the annual meeting, after a call for papers. And it has contacted and invited the participation of each of the younger scholars listed as their school's Director/Editor/Delegate in the membership list of the Society.

As for future plans, committee members are planning a comparative law conference to be held at George Washington University in April 2012, hosted by Claudia Haupt; and a comparative constitutional law roundtable at the University of Chicago in September 2012, hosted by Rosalind Dixon. The committee's longer term goals include organizing a Law & Society-style conference for younger comparatists in 2013; regional roundtables, building on the anticipated success in the GW and Chicago events in 2012; and moot job talks and mock interviews for comparatists entering the law teaching market.

10. Report on Joint Meetings and Conferences

John Reitz reported on behalf of John Haley that the next comparative law Works-in-Progress workshop for younger scholars will be held on February 10-12, 2012 at Princeton; the deadline for submission of papers is December 1, 2011. The Society has already voted to provide support of \$3000 for attendees for this workshop, and also partial support for the two conferences announced above by the Young Comparatists Committee. Finally, the Taiwan

Intermediate Congress of International Academy of Comparative Law will be held on May 24-26, 2012. The Society has nominated three national reporters to attend the congress and will provide partial reimbursement for their expenses. President Reitz also asked that any members with suggestions of other conferences or workshops the Society should support to let him know; he will also consult with members of the Finance and Executive Committees.

11. New Business

John Reitz then opened the floor for discussion of new business and distributed two proposals to amend the Society's by-laws for the membership to consider. The first proposal would create the position of webmaster as an officer of the Society and member of the Executive Committee. Because the website is an invaluable resource for the Society and in future we will be using it more and more, it is essential to have someone develop it as well as keep it up to date. This proposal was approved by the Executive Committee. A discussion followed on the the nature of the position, the reasons a webmaster should be a member of the Executive Committee with the right to vote, whether this would be an appointed or elected position, and whether it should be compensated or done on a volunteer basis. President Reitz accepted as friendly amendments the suggestion that the title should be "information officer" and that the selection provision be changed to authorize the president to appoint someone to serve until the next annual meeting, when the information officer could be elected for a standard two-year term. The information officer would be a voting member of the Executive Committee. Symeon Symeonides moved that the members of the Society endorse the idea in principle to create the position of information officer and that the president appoint a suitable person, subject to election at the next annual meeting, when the meeting could also adopt specific language to amend the By-laws. The motion was approved.

The second proposal, which President Reitz raised for discussion only, would amend the terms for Vice President, President and Honorary President by limiting them each to two years. It would link those offices together more securely by eliminating the requirement for competitive nominations when an incumbent vice president is nominated for president. The first part of the proposal would recognize the Society's practice of moving the Vice President to the office of President by eliminating the requirement that there must be a competitive election. The second part would impose a single-term limit for Vice President, President and Honorary President, which would limit someone's total service in these offices to six years. The Executive Committee did not endorse the proposal, so it was suggested that the Society discuss it now but vote next year after giving it further consideration. During the discussion that followed, directors raised a number of factors to be considered, including the lack of an executive director and staff, the desirability of involving more people in the offices of the Society and

encouraging junior members to participate, the size of the membership, the need for continuity, the nature of the offices, the separate role of the Honorary President, and the timing of the international congresses every four years. John Reitz then thanked the directors for the discussion and asked for individual comments on the issue. The proposal will be considered at the next annual meeting in 2012.

12. Announcements

Padidah Ala'i reported that a panel on comparative law and evolving norms of governance will be presented at the AALS annual meeting in January 2012 and she requested that members attend it. James Maxeiner announced that the keynote speaker at the upcoming fiftieth annual meeting of the Quebec Society of Comparative Law will be Patrick Glenn. John Reitz reminded members that the next annual meeting of the Society will be held on October 4-6, 2012 at the University of Iowa. He would welcome any feedback on the meeting and scheduling of the current meeting, and invited members to spend more time next year and stay over in Iowa on Saturday.

Blanche Capilos then demonstrated the Society's new website, with sections on membership, meetings and reports; the website is not yet live but will go online within a week. John Reitz recognized Blanche's contributions to the website project and also thanked Richard Kay and David Clark for their advice.

13. Adjournment

There being no further business, the meeting was adjourned at 7:00 p.m.

Respectfully submitted,
Alison W. Conner
Secretary, American Society of Comparative Law, Inc.