

Minutes -- 2003

Annual Meeting of the Society on October 18, 2003

MINUTES
of the
Annual Meeting of the Sponsor Members
of the American Society of Comparative Law, Inc. (a New York Corporation)
Held on Saturday, October 18, 2003, at 9:30 a.m.
at Stetson University College of Law
Crummer Building, Room A
Gulfport, Florida

The annual meeting of the Sponsor Members of the American Society of Comparative Law, Inc., was called to order by President David S. Clark.

1. Attendance

The following 53 Sponsor Members were present at the meeting and were represented by the individuals whose names appear in parentheses:

1. American University, Washington College of Law (Teemu Ruskola)
2. University of Baltimore School of Law (Mortimer Sellers)
3. Brigham Young University, J. Reuben Clark Law School (Stephen G. Wood)
4. University of California at Berkeley School of Law, Boalt Hall (Richard M. Buxbaum, James Russell Gordley)
5. University of California at Hastings College of the Law (Ugo A. Mattei)
6. Chicago-Kent College of Law (David J. Gerber)
7. University of Colorado School of Law (Courtland H. Peterson)
8. Columbia University School of Law (George A. Bermann)
9. University of Connecticut (Richard Steven Kay)
10. Cornell Law School (Annelise Riles)
11. University of Denver College of Law (Ved P. Nanda)
12. DePaul University College of Law (Brian F. Havel)
13. University of Detroit Mercy School of Law (Antonio Gidi)
14. Duke University School of Law (Ralf Michaels)
15. Emory University School of Law (George B. Shepherd)
16. University of Florida, Fredric G. Levin College of Law (Michael Wallace Gordon, Walter O. Weyrauch)
17. Fordham University School of Law (Roger J. Goebel)
18. Georgetown University Law Center (Charles H. Gustafson)
19. The George Washington University Law School (John A. Spanogle, Jr.)
20. Golden Gate University School of Law (Christian Nwachukwu Okeke, Sompong Sucharitkul.)
21. Harvard University Law School (Arthur Taylor von Mehren)
22. University of Hawaii, William S. Richardson School of Law (Alison W. Conner)
23. Hofstra University School of Law (Nora V. Demleitner)
24. University of Illinois College of Law (Harry D. Krause)
25. Indiana University School of Law - Bloomington (Hannah Luise Buxbaum)
26. University of Iowa College of Law (John C. Reitz)

27. Loyola Law School (Edith Z. Friedler)
28. Loyola University, New Orleans, School of Law (Dominique Custos)
29. McGeorge School of Law, University of the Pacific (Franklin Gevurtz)
30. McGill University, Institute of Comparative Law (H. Patrick Glenn)
31. Marquette University School of Law (Phoebe Weaver Williams)
32. University of Maryland School of Law (Peter E. Quint)
33. University of Miami School of Law (Keith S. Rosenn)
34. The University of Michigan Law School (Mathias W. Reimann)
35. University of Missouri-Columbia School of Law (William B. Fisch, Ilhyung Lee)
36. University of Missouri - Kansas City School of Law (Colin Benjamin Picker)
37. New York Law School (Paul R. Dubinsky)
38. University of Oklahoma Law Center (Peter Krug)
39. Oklahoma City University School of Law (Richard E. Coulson)
40. The Pennsylvania State University, Dickinson College of Law (Louis F. Del Duca)
41. University of Pittsburgh School of Law (Vivian Grosswald Curran)
42. University of Puerto Rico School of Law (Luis Muniz-Arguelles)
43. Roger Williams University School of Law (Edward J. Eberle)
44. Saint Louis University School of Law (Stanislaw Frankowski)
45. University of San Diego School of Law (Laurence Paul Claus, Joe Darby, Herbert Lazerow)
46. Stetson University College of Law (Peter Lanston Fitzgerald, Luz Estella Nagle-Ortiz)
47. Syracuse University College of Law (Hilary K. Josephs)
48. Tulane University School of Law (Joachim Zekoll, A.N. Yiannopolous)
49. Washington and Lee University School of Law (Ronald James Krotozynski, Jr.)
50. Washington University School of Law (John Owen Haley, Frances H. Foster)
51. Wayne State University Law School (William Burnham)
52. Western New England College School of Law (Peter W. Schroth)
53. Willamette University College of Law (David S. Clark, James A.R. Nafziger, Symeon Symeonides)

The following 5 Sponsor Members were represented by proxy:

1. Arizona State University
2. Brooklyn Law School
3. University of California at Davis School of Law
4. Louisiana State University Law Center
5. Vanderbilt University School of Law

2. President's Announcements

President Clark explained the Society's new arrangement with Hein On Line, allowing Hein subscribers access to our journal's articles. We also have signed an agreement with JSTOR, which has many subscribers outside the United States, that also will put our journal in electronic form. In addition, we have improved our index (1952-2003) to facilitate identifying AJCL articles at no charge on our website.

3. Approval of Minutes of 2002 Meeting of the Sponsor Members

The minutes of the 2002 Meeting of the Sponsor Members of the Society, which was held on July 18, 2002 at the University of Queensland, Brisbane, Australia, had been mailed to the Sponsor Members in advance. Following a motion to that effect, the Minutes were approved.

4. Elections of New Members

The following four candidates were elected **Sponsor Members**:

1. East Asian Legal Studies, University of Wisconsin Law School

2. Marquette University Law School
3. University of Nevada, Las Vegas, William S. Boyd School of Law
4. William Mitchell College of Law

The following two candidates were elected **Associate Members**:

1. Russell A. Miller, Associate Professor of Law, University of Idaho college of Law
2. Mario J.A. Oyarzabal, Deputy Consul of Argentina in New York

The following candidate was elected **Corresponding Member**:

The Inter-American Bar Association

5. Resolution to Elect Directors

Under By-Law sections 4.1 and 6.1, the Sponsor Members voted to elect and to fix the number and names of directors as they appear on the Society's roll at the end of 2003. This list will be posted on the Society's web site.

6. Amendment of By-Laws

The Executive Committee proposed the amendment of the by-laws as follows:

To add Section 1.4B to make explicit that the use of the singular form for "Editor-in-Chief" and "Host Institution," as used in Article I, includes the plural; and to make other amendments to clarify the customary meaning of existing provisions.

The proposed amendments were approved by vote, and the modified sections of the By-Laws now are as follows:

Section 1.3. The editorial offices of the Journal shall be located at a Host Institution, which shall normally be the seat of academic appointment of the Editor-in-Chief of the Journal. The Editor-in-Chief shall be elected by the Board of Editors, and the nominating committee for such election shall be the Executive Committee of the Society, or such other committee of the Board of Directors as the President of the Society may appoint. When a vacancy in the post of Editor-in-Chief occurs, or is to occur, the nominating committee shall screen the applications of candidates for the position, and the proposals of support by the institutions desiring to be the Host Institution. At the next following annual meeting the committee shall submit the names of all qualified candidates and prospective hosts to the Board of Editors, with or without a recommendation as to which is most highly qualified. If more than one candidate is submitted the election shall be by secret written ballot or ballots, eliminating the candidate receiving the fewest votes until the successful candidate shall receive a majority of the votes of the members of the Board of Editors present and voting. In the event that an Editor-in-Chief is unable to serve immediately upon the vacating of the office by the predecessor, the President with the advice and consent of the Executive Committee may appoint an interim Editor to fill the position until the next annual meeting or until the Editor-in-Chief-elect is able to serve.

Section 1.4B. Nothing herein shall be interpreted as prohibiting the election of joint Editors-in-Chief or joint Host Institutions.

[Section 2.8 was deleted; former Section 2.9 was renumbered as 2.8]

Section 3.3. At any meeting of the Society any member (in the case of Sponsor Members, through their appointed director, editor or other delegates) shall be entitled to take part in the discussion, but action shall be taken only by the affirmative vote of a majority of the Sponsor Members then in good standing represented at the meeting by their duly designated representatives or by proxy. Proxies may be used to establish a quorum, but not for voting on

matters for action. Nothing herein shall prevent a majority of the members present from taking action once a quorum is established. Representatives of one third of the Sponsor Members shall constitute a quorum at any such meeting. Unless otherwise indicated in writing by a Sponsor Member, it will be presumed that a person nominated by a Sponsor Member to the Board of Directors is also authorized to serve as that Sponsor Member's representative.

Section 4.1. The affairs of the Society shall be managed and its corporate powers exercised by a Board of Directors consisting of such directors as may from time to time be fixed by resolution adopted by the majority of the directors then in office, or by the members of the Society. Unless otherwise resolved the number of directors shall be the same as the number of Sponsor Members in good standing. Proxies may be used to establish a quorum, but not for voting on matters for action. One third of the number of directors as fixed from time to time shall constitute a quorum. Except as herein otherwise provided, action shall be taken by the Board of Directors by an affirmative majority of the members present.

Section 4.4. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the management of the affairs of the Society as it may deem proper, not inconsistent with the laws of the State of New York, of these By-Laws, and all officers and employees shall strictly adhere to and be bound by such rules and regulations.

Section 4.6. The Board of Directors shall at each annual meeting elect an Executive Committee to exercise the powers of the Board between meetings of the Board. Unless otherwise specifically determined by the Board, the elected officers of the Society and four other directors, editors, or delegates elected by the Board shall serve together with the Editor-in-Chief as the Executive Committee. Two of the non-officer members of the Executive Committee shall be elected each year for two-year terms, and shall not be eligible to succeed themselves.

Section 6.3. Any vacancy among the officers of the Society, whether by death, resignation, or disqualification because the incumbent is no longer a director, editor, or delegate, may be filled by the Board of Directors at any meeting at which a quorum of the Board is present; any person so elected shall serve until the expiration of the unexpired term and until the election and qualification of his successor, and may be re-elected to that office for two additional terms. The duration of the last term shall be set by the Nominating Committee so that the terms of the Society's officers shall remain staggered.

7. Remaining a New York Corporation

The Sponsor Members approved by vote the Executive Committee's recommendation that the Society remain a New York corporation and cease being a Utah corporation.

8. Adjournment

There being no further business, the Meeting of the Sponsor Members was adjourned.

Respectfully submitted,
Vivian Grosswald Curran
Secretary
American Society of Comparative Law, Inc.