

# Minutes -- 2005

*Annual Meeting of the Society on October 29, 2005*

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**MINUTES  
of the  
Annual Meeting of the Sponsor Members  
of the American Society of Comparative Law, Inc.  
Held on Saturday, October 29, 2005, at 9:00 a.m.  
at the William S. Richardson School of Law  
University of Hawai'i, 2515 Dole Street  
Honolulu, Hawai'i**

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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. President's Announcements**

President Clark thanked Allison Connor and the University of Hawaii for the outstanding meeting and for the hospitality shown Society members, participants, and attendees. President Clark appointed John Reitz to serve during the Society meetings as Parliamentarian pro tem due to the resignation of the Society Parliamentarian, Courtland Peterson.

## **2. Secretary's Roll Call**

New members were introduced and a sheet for silent roll call was distributed. The following 48 Sponsor members were present at the meeting and were represented by the individuals listed:

1. American University, Washington College of Law: Teemu Ruskola
2. University of Baltimore School of Law: James Maxeiner
3. Brigham Young University, J. Reuben Clark Law School: Brett Scharffs
4. University of California at Berkeley School of Law: Richard M. Buxbaum
5. University of California at Davis School of Law: Carol S. Bruch, Andrea Bjorklund
6. University of California Hastings College of Law: Ugo Mattei, Kevin Tierney
7. University of Colorado School of Law: William Pizzi
8. Columbia University School of Law, Parker School: George Bermann
9. University of Connecticut School of Law: Richard Kay
10. University of Denver College of Law: Ved Nanda
11. University of Detroit Mercy Law School: Elizabeth Trujillo, Howard B. Abrams
12. Duke University School of Law: Ugo Mattei
13. Emory University School of Law: Thomas C. Arthur
14. Golden Gate University School of Law: Sompong Sucharitkul, Christian N. Okeke
15. University of Hawaii, Richardson School of Law: Alison Conner
16. Hofstra University School of Law: Nora V. Demleitner
17. University of Illinois College of Law: Jacqueline Ross
18. Indiana University at Indianapolis School of Law: Frank Emmert
19. University of Kentucky College of Law: Lori A. Ringhand
20. University of Iowa College of Law: John Reitz
21. Loyola University School of Law, New Orleans: Dominique Custos
22. McGeorge School of Law, University of the Pacific: Franklin A. Gevurtz

23. McGill University, Institute of Comparative Law: Patrick Glenn, Fabien Gelin
24. University of Miami School of Law: Keith S. Rosenn
25. University of Michigan Law School: Mathias Reimann
26. University of Minnesota Law School: Fred Morrison
27. University of Missouri - Kansas City School of Law: Jeff Thomas
28. New York University School of Law: Mattias Kumm
29. University of Oklahoma Law Center: Peter Krug, Peter Kutner
30. University of Pennsylvania Law School: Jacques deLisle
31. Pennsylvania State University, Dickinson School of Law: Louis Del Duca
32. University of Puerto Rico School of Law: Luis Muniz-Argüelles
33. Roger Williams University School of Law: Edward Eberle
34. University of San Diego School of Law: Joseph J. Darby, Laurence Claus, Bert Lazerow
35. Southwestern University School of Law: Jonathan Miller
36. Syracuse University College of Law: Robert O. Porter
37. Valparaiso University School of Law: D.A. Jeremy Telman
38. Washington & Lee University School of Law: Ronald J. Krotoszynski, Jr.
39. Washington University School of Law: Frances H. Foster, Leila Nadya Sadat, John O. Haley
40. Wayne State University Law School: William Burnham
41. Western New England College School of Law: Peter W. Schroth
42. HEC School of Management (New Member): Karim Medjad
43. National University of Singapore Faculty of Law (New Member): Gary F. Bell
44. Seton Hall University School of Law (New Member): Tracy Kaye
45. Temple University School of Law (New Member): Salil Mehra
46. University of Trento Faculty of Law (New Member): Marco Dani
47. William Mitchell College of Law: Jayanth Krishnan
48. Williamette University College of Law: James Nafziger, Symeon Symeonides, David Clark

The following nine Sponsor Members were represented by proxy:

1. Boston College Law School of Law
2. California Western School of Law
3. Catholic University of America Columbus School of Law
4. Indiana University at Bloomington School of Law
5. University of Florida College of Law
6. Fordham University School of Law
7. Louisiana State University Law Center
8. New York Law School of Law
9. Villanova University School of Law

### **3. Approval of Minutes of the 2004 Meeting of the Sponsor Members**

The minutes from 2004 were approved without comment.

### **4. Election of New Sponsor Members, Sustaining Member, and Corresponding Institutional Members**

The Society Executive Committee recommended the election of the following members:

The following candidates were elected as Sponsor Members of the Society:

Florida International University College of Law  
 HEC School of Management, Paris, France  
 National University of Singapore Faculty of Law

Seattle University School of Law  
Seton Hall University School of Law  
Temple University School of Law  
Università di Trento Facoltà di Giurisprudenza

- The Sustaining Member elected was Josef Alpmann of Alpmann & Schmidt, Münster, Germany
- Three Corresponding Institutional Members were elected. They are:

Asociación Argentina de Derecho Comparado  
Max-Planck-Institut für ausländisches und internationales Strafrecht  
United Kingdom National Committee of Comparative Law

## 5. Resolution to Fix the Number and Names of Directors

A resolution to fix the numbers and names of Directors was made, seconded and approved pursuant to By-Law Section 4.1. This list is maintained on the Society's Web site.

## 6. Proposed Amendments to By-Laws

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

(**Bold** = new language; ~~Strikeout~~ = omission)

1. The proposed amendment to Article V clarifies that the list in section 5.1 is the same as listed in section 5.2. The proposed amendment to Article VI clarifies the relationship between section 6.3 and section 6.2, which term limits the four offices of President, Vice President, Secretary, and Treasurer, and adopts the Nominating Committee's custom of nominating only one candidate for the offices of Honorary President and Parliamentarian.

### ARTICLE V. OFFICERS

Section 5.1. The officers of the Society shall be an Honorary President, a President, a Vice President, a Treasurer, and a Secretary, **a Treasurer, and a Parliamentarian.**

### ARTICLE VI. ELECTION OF OFFICERS AND DIRECTORS

Section 6.3. Any vacancy among the officers of the Society, whether by death, resignation, or disqualification because the incumbent no longer is 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 number of terms stated in Section 6.2.** 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.

Section 6.4. A Nominating Committee appointed by the President shall, at the annual meeting of the Society, present a slate of at least two nominees for each office (**except for Honorary President and Parliamentarian**) and each vacancy on the Executive Committee to be filled by election at that meeting, except that incumbent officers eligible to succeed themselves may be nominated without opposition. Nominations made by the Committee require no second. Additional nominations may be made from the floor by any director.

2. The proposed amendment to Article V authorizes the Executive Committee to create a new position, the Executive Assistant, to help with Society business as described in the new section 5.3. It attempts to reach a balance between flexibility (allowing Executive Committee supervision) and accountability (with Society directors reviewing new arrangements and annually voting on the amount of subsidy recommended). The Executive Assistant could handle the following representative tasks: (1) maintain the authoritative membership list and handle mass first class and e-mail communications; (2) deal with routine communication about the Society and

maintain the correspondence; (3) create and index an archive of historical Society materials; (4) update the Society Web site at least once a month; (5) assist with annual meeting and joint meeting arrangements; (6) assist the Treasurer with dues dunning calls and letters; (7) assist the President with fund-raising solicitations and foundation proposals.

The amendment foresees the Executive Committee exploring the possibility of finding a Sponsor Member to host such a position. An appropriate initial position could be a quarter time person, for whom the Society would pay a subsidy of \$10,000 annually. This would replace the current payment of \$500 each to the President, Secretary, and Treasurer's law school, for a total of \$1,500. Thus, the net additional expense might be \$8,500. Jim Nafziger, the Society's American Council of Learned Societies Administrative Officer, has agreed to provide his expertise in facilitating the creation of such a position.

#### ARTICLE V. OFFICERS AND EXECUTIVE ASSISTANT

**Section 5.3. *Executive Assistant.* The Executive Committee may create the position of Executive Assistant to help with everyday Society business, maintain the Society's archive, update the Society's Web site, and coordinate activities among the officers and between the officers and the Executive Committee. The Executive Assistant's office shall be located at a Host Institution, which the Executive Committee shall select based on applications from interested Sponsor Members. The terms of the arrangement between the Host Institution and the Society shall be negotiated by a representative of the Executive Committee and must be approved by the Executive Committee. Any particular arrangement may not exceed a term of three years, and either the Host Institution or the Society may terminate the arrangement with a minimum of six months notice. The Board of Directors may ratify or reject an Executive Committee decision regarding this position, but the six months notice requirement will stay in effect. The Board of Directors at the annual meeting shall have the opportunity to ratify or reject the subsidy requested for the Host Institution as a specific recommendation of the Treasurer.**

The proposed amendments to articles were seconded, discussed, and approved.

President Clark explained the proposal and encouraged sponsor members to consider hosting the Executive Assistant. The subsidy to the host institution would not, probably, cover the full cost, and one member expressed concern regarding the possible cost. It was also mentioned that it would make sense for this person to be located at an institution where an officer was located.

#### **7. New Business**

There was no new business.

#### **8. Adjournment**

There being no further business, it was moved, seconded and approved that the Meeting of the Sponsor Member be adjourned.

Respectfully submitted,

Leila Nadya Sadat  
Secretary  
American Society of Comparative Law, Inc.