James Hanks, Jr. Publications and Speaking Engagements

Publications – Books

Author, *Maryland Corporation Law*, the first full-length (over 600 pages) treatise on this subject in over 50 years (Aspen Publishing, 1990, with annual supplements).


Author, Chapter 4, "Statutory Provisions Concerning Director Liability and Indemnification," appearing in *Protecting Corporate Directors and Officers from Liability* (Matthew Bender, 1988).


Publications – Articles


Author, "Comparison of the Principal Provisions of the Delaware and Maryland General Corporation Statutes" (updated annually) (December, 2013).


Author, "Control Share Acquisition Statutes, Section 18(i) and Closed-End Funds," *Investment Lawyer* (May, 2011).


Co-author (with Christopher W. Pate), "Equity-Only Redemption Provisions – Obstacle or Opportunity?" *Insights* (March, 2004).


Co-author (with Christopher W. Pate), "Director and Officer Exculpation Provision Protects Directors Against Inadequate-Price Claims," *Insights* (October, 2002).


Author, "States Move to Adopt Statutory Limitations on Director Liability," Legal Times (October 12, 1987).


Author, "Maryland-Type Takeover Statutes: Are They 'Fair Price' or 'Foul Ball'?" The National Law Journal (September 8, 1986).

Author, "Representing the Sellers in a Merger or Acquisition," 4 University of Baltimore Law Review 281 (1975).

Speaking


Speaker, “Principal Advantages of Being a Corporation Formed under Maryland Law,” Business Law Section of the Frederick County Bar Association (October, 2015).


Lecturer, Mergers and Acquisitions under U.S. Law, Universidad Francisco Marroquín Escuela de Negocios (September, 2010).


Moderator, "Proxy Solicitations and Shareholders’ Meetings: Grit, GRIds and Other New Issues," ABA Spring Meeting (April, 2010).


Panelist, "Boards of Directors – Are We Expecting Too Much?" ABA Spring Meeting (April, 2009).

Instructor, "Duties of Directors and Officers of Corporations," "Duties of Management of LLCs and other Entities" and "Change of Control Transactions/Proxy Contests," The Judicial Institute of Maryland, Business and Technology Case Management Program (March, 2009).


Co-Lecturer, "The New South Africa Corporate Code," University of Maryland School of Law, the Distinguished Visitors Program and the International and Comparative Law Program (April, 2007).


Lecturer, "The Current State of Corporate Governance in the United States," University of Maryland Robert H. Smith School of Business Management Development Institute, Leadership Development Program (June, 2006).


Panelist, "Devils & Details – From the Corporate Perspective," American Bar Association Annual Meeting, Committee on Corporate Laws (August, 2005).

Lecturer, "The Current State of Corporate Governance in the United States," University of Maryland Robert H. Smith School of Business Management Development Institute, Leadership Development Program (June, 2005).


Panelist, "Closed End Funds – Defensive Tactics and Directors Duties," 1940 Act Committee (February, 2005).


Panelist, "Coping with the Changing Shareholder Relations Environment," The Corporate Counsel Center of Northwestern University School of Law (October and December, 2004).

Instructor, "Update on Issues in the Litigation of Partnership, LLP and Corporate Disputes in Maryland," Judicial Institute of Maryland (April, 2004).


Panelist, "The Evolving Role of the Law Department with the Board after Sarbanes-Oxley," Georgetown University Law Center Eighth Annual Corporate Counsel Institute (March, 2004).


Panelist, "Corporate Governance Issues: Dealing with Shareholder Proposals, Corporate Governance Ratings, and Board Composition," The Corporate Counsel Center of Northwestern University School of Law (October and December, 2003).


Lecturer, "Legal Capital in the United States," University of Stellenbosch Law Faculty (May, 2003).

Lecturer, "Takeovers in the United States," University of Stellenbosch Law Faculty (May, 2003).

Lecturer, "Boards of Directors in American Corporation Law," University of Cape Town Faculty of Law (May, 2003).


Moderator, "The Need (or Not) for Rationalization," University of Maryland School of Law/The Business Lawyer Entity Rationalization Symposium (November, 2002).

Lecturer, "Hostile Takeovers in the U.S.," University of the Witwatersrand School of Law (May, 2002).

Lecturer, "Forms of Combining Businesses in the U.S.," Rand Afrikaans University School of Law (May, 2002).

Moderator, "Ride The High Country: Corporate Governance," NAREIT Law & Accounting Conference (May, 2002).


Moderator, "Business Entities," Judicial Institute of Maryland (April, 2002).


Panelist, Special Session for M&A Regulators, Center for the Study of Mergers & Acquisitions, University of Miami School of Law (February, 2002).


Panelist, "Van Gorkom and the Corporate Board: Problem, Solution, or Placebo?" University of Delaware Center for Corporate Governance, Smith v. Van Gorkom Symposium (May, 2001).


Panelist, "Fairness and Shareholder Protection in M&A Transactions – Are REIT Boards and Special Committees Treated Fairly by the Press and Analysts?" NYU REIT M&A Conference (March, 2001).


Panelist, "Corporate Practice in the Mid-Atlantic States," District of Columbia Bar Association, Section of Business Law (February, 2000).


Panelist, "Guidelines for the Conduct of Stockholders Meetings: A Work in Progress," American Bar Association, ABA Section of Business Law, Business and Corporate Litigation Committee (December, 1998).


Panelist, "Corporate Charity: Societal Boon or Shareholder Bust?" Stetson Law School (November, 1997).


Panelist, "Legal and Legislative Update of Matters Affecting Corporate and Commercial Practice," Annual Meeting, Maryland State Bar Association (June, 1997).


Lecturer, "Examining the Corporate Social Conscience," Institute for International Research (September, 1996).

Lecturer, "Legal and Legislative Update of Maryland Corporate Law," Maryland Institute for the Continuing Professional Education of Lawyers (September, 1996).

Panelist, "Legal and Legislative Update of Matters Affecting Corporate and Commercial Practice," Maryland State Bar Association Annual Meeting (June, 1996).


Lecturer, "Organizing and Advising Maryland Corporations: Recent Legislation," Advanced Business Law Institute, Maryland Institute for the Continuing Professional Education of Lawyers (September, 1995).

Panelist, "Recent Legislative and Judicial Developments in Business Law," Maryland State Bar Association Annual Meeting (June, 1995).

Instructor, Maryland State Bar Association Professionalism Program for New Bar Admittees (June, 1995 and 1996).


Lecturer, "Director and Officer Liability Limitation and Indemnification," American Society of Corporate Secretaries, Mid-Atlantic Chapter (October, 1994).

Panelist, "Real Estate Exit Strategies: REITs: Corporate and Securities Issues," American Conference Institute (September, 1994).


Panelist, "Legislative and Judicial Roundup 1993-94," Annual Meeting, Maryland State Bar Association (June, 1994).


Co-Chair, "Real Estate Investment Trusts – Today's 'Hot Ticket'," Prentice Hall Law & Business (October, November, 1993).


Lecturer, "Protecting Directors and Officers from Litigation and Liability in the 1990s," Corporate Counsel Section, Hawaii State Bar Association (October, 1991).


Panelist, "Corporate Malaise – Stakeholder Statutes: Cause or Cure?" Inaugural Corporate Governance Symposium, Stetson University College of Law (February, 1991).


Lecturer, "Recent State Legislative Developments," Program on Duties and Liabilities of Directors and Officers, sponsored by the Institute for International Research – Law Division (September, 1990).


Panelist, Legislative Update, Annual Meeting, Maryland State Bar Association (June, 1989).


Lecturer, "Directors' and Officers' Liability and the Insurance Crisis," Georgetown University Law Center (May, 1987).


Lecturer, "Takeover Defense Initiatives and 'Post-MITE' State Takeover Statutes," Spring Meeting, Section of Corporation, Banking and Business Law, American Bar Association (March, 1985).


Lecturer, "Purchase and Sale of a Business," Maryland Institute for Continuing Professional Education of Lawyers (Spring, 1980).