

Joan MacLeod Heminway

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Web biography available at <http://www.law.utk.edu/faculty/heminway/index.shtml>

Profile

Experienced campus, college, and small-group leader with proven interpersonal skills

Energetic, engaged law teacher and scholar drawing on professional expertise founded in almost 15 years of business law practice experience working with a major multinational law firm

Licensed practicing attorney with a strong, continuous record of organizational and community service rooted in institutional loyalty and personal dedication

Education

J.D., New York University School of Law (1985)

Moot Court Journal, *Research and Writing Editor*

A.B., Brown University (International Relations and History, *magna cum laude*, 1982)

Academic Employment

The University of Tennessee College of Law – Knoxville, TN

Professor & College of Law Distinguished Professor of Law (2009-Present)

Associate Professor with Tenure (2005-2009)

Associate Professor (2000-2005)

- Established and carried out an aggressive scholarship and teaching agenda resulting in early tenure and promotion and a sustained record of conference and symposium invitations
 - Authored or coauthored 21 law review or journal articles and annotated agreements over a nine-year period
 - Coauthored two textbooks, organized and edited one of the two
 - Contributed to various other book projects
- Undertook leadership roles in campus Faculty Senate
 - Serving as President-Elect and President during the global financial crisis
 - Coordinated review, revision, and adoption of key faculty annual evaluation and retention policies and procedures as Chair of the Faculty Affairs Committee

Georgia State University Summer Legal and Policy Study – Rio de Janeiro, Brazil
Faculty (2007 - 2009)

Vanderbilt University Law School – Nashville, TN
Visiting Professor (Spring 2007; short course)

Boston College Law School – Newton, MA
Visiting Professor (Fall 2005; two courses)

Other Professional Employment

Skadden, Arps, Slate, Meagher & Flom LLP – Boston, MA
Counsel (1993-2000)
Associate (1985-1993)

- Collaborated with other senior professionals in structuring and implementing business transactions
- Established a reputation for detailed, specialized doctrinal and applied knowledge of securities regulation (including laws and rules governing public offerings and private placements of equity and debt securities) and mergers and acquisitions
- Managed teams of business lawyers in various transactional legal settings
- Served on the Boston Office hiring committee and pro bono committee

Professional Licensure

Tennessee (2000)
Massachusetts (1985, inactive)

Academic and Other Professional Honors

American Law Institute
Elected to Membership (2006)

The University of Tennessee-Knoxville
Chancellor's Award for Teaching Excellence (2006)
Best Practices @ UT Showcase (2002)

The University of Tennessee College of Law
Marilyn V. Yarbrough Faculty Award for Writing Excellence (2005)
Harold C. Warner Outstanding Teacher Award (2004)
UT Pro Bono Animal Law Project Recognition for Leadership and Support (2003)

Political Asylum/Immigration Representation Project, Inc.
Special Achievement Acknowledgment (2000)
Pro Bono Mentor Award (1997 & 1995)
Pro Bono Award (1993)

Selected Academic and Other Professional Development, Appointments, and Service

Southeastern Conference Academic Consortium's Academic Leadership Development Program
Fellow (2009-10)

Higher Education Resource Services (HERS) Bryn Mawr Summer Institute
Participant (2009)

The University of Tennessee Center for Business and Economic Research
Fellow (2009-Present)

The University of Tennessee Center for the Study of Social Justice
Fellow (2009-Present)

The University of Tennessee-Knoxville Faculty Senate
President-Elect (2009-2010)
Executive Committee (2007-Present)
Faculty Affairs Committee Chair (2007-2009)

The University of Tennessee-Knoxville
Vice Chancellor for Communications Search Committee (2009)
Chancellor Search Committee (2008)
Vice Provost for Faculty Affairs Search Committee (2008)
Family Campaign Volunteer (2007)

Southeastern Association of Law Schools
Board of Trustees (2007-Present)
Planning Committee (2002-Present)

Tennessee Bar Association
Business Entity Study Committee (2008-Present)
Business Law Section Executive Committee (2006-Present)
LLC Act Committee (2003-2005)

Hamilton Burnett Chapter, American Inns of Court
Emeritus (2007-Present)
Master (2002-2007)

BARBRI Bar Review
Instructor (2005-Present)

Companion Animal Initiative of Tennessee
Legislation Committee (2005-Present)

The University of Tennessee Corporate Governance Center
Fellow (2003-Present)

The University of Tennessee Executive MBA Program
Guest Lecturer (2002-2006)

Community Coalition on Family Violence, Inc., Animal Abuse Task Force
Member (2002-2007)
Steering Committee Co-chair (2002-2004)

Books, Chapters, Sections

BUSINESS ENTERPRISES: LEGAL STRUCTURES, GOVERNANCE, AND POLICY (with Douglas M. Branson, Mark J. Loewenstein, Marc I. Steinberg & Manning G. Warren, III) (LexisNexis, 2009)

Jones v. Securities and Exchange Commission, 298 U.S. 1 (1936), in ENCYCLOPEDIA OF THE SUPREME COURT OF THE UNITED STATES (Gale, 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)

Articles

Acquisition 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) (issue dedicated to book reviews on women and the law)

Female Investors and Securities Fraud: Is the Reasonable Investor a Woman?, 15 WM. & MARY J. OF WOMEN & L. 291 (2008) (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) (academic roundtable issue)

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)

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)

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)

Other

Methods and tips for teaching Business Associations featured in STEVEN I. FRIEDLAND & GERALD F. HESS, *TEACHING THE LAW SCHOOL CURRICULUM* (Carolina Academic Press, 2004)

Selected Presentations

“Federal Investment in Private Enterprise in the United States: Evil or Cure?” [working title] (Seton Hall University School of Law, symposium on the role of securities regulation in the current global financial crisis, forthcoming October 2009)

“Reframing and Reforming the Securities and Exchange Commission: Lessons from Literature on Change Leadership” [working title] (Villanova University School of Law, symposium on Financial and Regulatory Reform: Genesis, Progress and Impact, forthcoming October 2009)

“Summative Assessment through Oral Examination: A Midterm Experiment in a Small Doctrinal Class Setting and Preliminary Thoughts about Scaling the Concept to a Larger Class Environment” (University of Denver Sturm College of Law, Legal Education at the Crossroads, v.3.0, Conference on Assessment, September 2009)

“Martha Stewart and the Forbidden Fruit: A New Story of Eve” (Michigan State University College of Law, Business Law and Narrative Symposium, September 2009)

“Martha’s (and Steve’s) Good Faith: An Officer’s Duty of Loyalty at the Intersection of Good Faith and Candor” (Southeastern Association of Law Schools, annual conference scholarship roundtable, August 2009)

“Integrating Transactional Law into Traditional Courses” (Association of American Law Schools, mid-year meeting panel – Workshop on Transactional Law, June 2009)

“Teaching the Legal Aspects of Corporate Finance through Planning and Drafting” (Association of Law Schools, mid-year meeting panel – Conference on Business Associations, June 2009)

“The Current World Financial Crisis: An American Perspective on Law and Culture” (Ibmec-RJ, international relations conference, May 2009)

“The Best of Times, the Worst of Times: Securities Regulation Scholarship and Teaching in the Global Financial Crisis” (University of Maryland School of Law, conference panel, April 2009)

“Responsibilities of Nonprofit Directors” (Association of Fundraising Professionals, Great Smoky Mountain Chapter, luncheon presentation, April 2009)

“Common Roots, Divergent Evolution: Insider Trading Doctrine in the United States, Germany, and Japan” (Midwest Political Science Association, National Conference, April 2009)

“Corporate Investigations and White Collar Defense” (Tennessee Bar Association, continuing legal education seminar, December 2008)

“The Peculiar Nature of Insider Trading Doctrine in the United States” (Bocconi University – Milan, Italy, lecture, October 2008; The University of Tennessee Corporate Governance Center, research forum, October 2008)

“Representing Enterprises—A Simulated Business Law Firm with Four (or More) Different Partners” (University of Washington School of Law, Legal Education at the Crossroads v.2.0, Ideas to Accomplishments: Sharing New Ideas for an Integrated Curriculum, September 2008)

“Female Investors and Securities Fraud: Is the Reasonable Investor a Woman?” (Southeastern Association of Law Schools, annual conference panel, July 2008)

“Overview of Innovative Teaching Methods” (Southeastern Association of Law Schools, Mexican Curricular Reform Project, July 2008)

“Drafting Boilerplate” (Tennessee Bar Association, continuing legal education seminar, April 2008)

“Expectations - New Associates vs. The Firm; Investing in New Associates - Costs and Employee Retention” (Knoxville Bar Association, continuing legal education seminar, March 2008)

“Enron Overview” (The University of Arizona, video guest lecture & live commentating, March 2008)

“Female Investors and Securities Fraud: Is the Reasonable Investor a Woman?” (William & Mary, Marshall-Wythe School of Law, symposium, February 2008; The University of Tennessee Corporate Governance Center, research forum, February 2008)

“Business Law 101: Recent Business Law Cases Every Tennessee Lawyer Ought to Know About” (Hamilton Burnett Chapter, American Inns of Court, continuing legal education presentation, February 2008)

“Martha Stewart’s Legal Troubles” (The University of Arizona James E. Rogers College of Law, video faculty forum, November 2007)

“Does Sarbanes Oxley Foster the Existence of Ethical Corporate Role Models?” (Drexel University Law School, faculty forum, November 2007; The University of Maryland School of Law, academic conference, October 2007; The University of Tennessee Corporate Governance Center, research forum, September 2007)

“What Corporate Lawyers Can Learn (About the Law) from Martha Stewart” (Skadden, Arps, Slate, Meagher & Flom LLP, New York, continuing legal education seminar, October 2007)

“The Devil’s in the Details: The Meaningfulness and Purposefulness of Differences in German, Japanese, and U.S. Insider Trading Regulation” (Southeastern Association of Law Schools, annual conference panel, organizer and presenter, July 2007; Law and Society Association – Berlin, Germany, annual conference panel, organizer and presenter, July 2007)

“Martha Stewart’s Legal Troubles” (The University of Arizona, guest lecture & live commentating, April 2007)

“Disclosure of Personal Facts About Executive Officers: A Proposal for Tailored Disclosures to Encourage Reasonable Investor Behavior” (Wake Forest University School of Law, symposium presentation, March 2007; The University of Tennessee Corporate Governance Center, research forum, March 2007)

“Basics of Business Law” (Tennessee Bar Association, continuing legal education seminar, March 2007)

“Martha Stewart Went to Jail. Why? Who Cares?” (East Tennessee Association for Female Executives, luncheon presentation, March 2007)

“Sex, Trust, and Corporate Boards” (Southeastern Association of Law Schools, annual conference panel, organizer and presenter, July 2006; Law and Society Association, annual conference panel, organizer and presenter, July 2006)

“Retributive Justice and the Criminalization of Securities Fraud under Rule 10b-5” (The University of Maryland School of Law, academic roundtable, April 2006)

“Just Do It! Specific Rulemaking on Materiality Guidance in Insider Trading” (Boston College Law School, faculty forum, November 2005)

“Materiality Determinations under the Federal Securities Laws” (Skadden, Arps, Slate, Meagher & Flom LLP, Boston, continuing legal education seminar, November 2005)

“The Genesis of Problems in State Limited Liability Company Statutes” (Boston Bar Association, Corporate Law Committee meeting presentation, November 2005)

“Corporate and Securities Fraud Update” (Southeastern Association of Law Schools, annual conference panel, July 2005)

“Understanding the New Limited Liability Company Act” (Tennessee Bar Association, continuing legal education seminar, presenter, June 2005)

“Martha Stewart Saved! Insider Violations of Rule 10b-5 for Misrepresented or Undisclosed Personal Facts and Transactions” (Law and Society Association, annual conference panel, June 2005; The University of Maryland School of Law, conference panel, April 2005; The University of Tennessee Corporate Governance Center, research forum, April 2005)

“Pitfalls and Problems in State Limited Liability Company Statutes: Underlying Conflicts and Teambuilding . . . and the Resulting Statutory Frameworks” (American Bar Association, Business Section Spring Meeting panel, April 2005)

“Just Do It! Specific Rulemaking Proposals for Materiality Guidance in the Insider Trading Context” (The University of Tennessee Corporate Governance Center, research forum, November 2004)

“Ethical Considerations in the Formation and Representation of Entities” (Lorman Education Services, continuing legal education seminar, October 2004)

“Did Martha Stewart Commit Securities Fraud?” (East Tennessee Association for Female Executives, luncheon presentation, October 2004)

“Through the (Agency) Looking Glass: Observations about the Development of Insider Trading Regulation in the United States, Japan, and Germany” (Southeastern Association of Law Schools, annual conference panel, August 2004)

“Insider Trading and Agency: A Comparative Multinational Perspective” (Law and Society Association, annual conference panel, May 2004)

“Determining the Road to be Taken: Analyzing Federal Avenues for Corporate Governance Rulemaking” (The University of Tennessee Corporate Governance Center, research forum, April 2004)

“Tort Reform and Securities Class Actions” (Hamilton Burnett Chapter, American Inns of Court, continuing legal education presentation, January 2004)

“Fundamentals of Business Acquisitions” (Tennessee Bar Association, Business Law Section, continuing legal education seminar, November 2003)

“Partnerships, LLCs and LLPs: Organization and Operation in Tennessee” (Lorman Education Services, continuing legal education seminar, October 2003)

“The Feminist Pervasion: How Feminist Scholarship Informs Law and Law Teaching” (Southeastern Association of Law Schools, annual conference panel, July 2003)

“Rock, Paper, Scissors: Choosing the Right Vehicle for Federal Corporate Governance Initiatives” (Law and Society Association, annual conference panel, June 2003)

“Enron’s Tangled Web: Complex Relationships; Unanswered Questions” (University of Cincinnati College of Law, Sixteenth Annual Corporate Law Symposium: Agency Law Inside the Corporation, February 2003)

“Failed Subversion in Securities Regulation: Observations on the Impact of the Structure of Insider Trading Regulation on Equal Justice” (University of Texas School of Law, “Subversive Legacies: The Struggle for Gender Equality” conference, November 2002)

“Representing Enterprises: Web-Based Simulation of Stock Merger Transaction” (The University of Tennessee, juried instructional technology showcase, September 2002)

“Materiality Guidelines in the Context of Insider Trading: A Call to SEC Action” (Southeastern Association of Law Schools, annual conference panel, July 2002)

“At the Crossroads: Corporate Governance and Securities Regulation in a Post-Enron World” (Tennessee Corporate Counsel Institute, continuing legal education seminar, May 2002)

“Choosing the Right Business Entity” (Knoxville Bar Association, The University of Tennessee College of Law Clayton Center for Entrepreneurial Law, et al., continuing legal education and community education seminar, March 2002; Webcast continuing legal education seminar, co-presenter, October 2001; Kingsport Bar Association, continuing legal education luncheon, April 2002)

“Legal Database Training for Business and Transactional Attorneys: Beyond Cases and Statutes, How to Find What You Need to Know to Save Time, Add Value, and Impress Peers and Clients” (The University of Tennessee College of Law Clayton Center for Entrepreneurial Law, continuing legal education seminar, January 2002)

Summary Biography

Joan MacLeod Heminway is a Professor at The University of Tennessee (UT) College of Law in Knoxville and a fellow of the Center for Business and Economic Research, the Center for the Study of Social Justice, and the Center for Corporate Governance at UT-Knoxville. Professor Heminway has been a Visiting Professor at Boston College Law School, a Visiting Professor at Vanderbilt University Law School, a faculty member in the Georgia State University Summer Legal Study Program in Rio de Janeiro, a guest lecturer in the UT Executive MBA program, and a BARBRI (Bar Review) lecturer. She attended the Higher Education Resource Services Bryn Mawr Summer Institute in 2009 on a scholarship awarded by the UT-Knoxville Chancellor and currently is serving as the President-Elect of the UT-Knoxville Faculty Senate.

When she joined the UT College of Law faculty in 2000, Professor Heminway brought nearly 15 years of corporate transactional legal practice experience, having worked in the areas of public offerings, private placements, mergers, acquisitions, dispositions, and restructurings in the Boston office of Skadden, Arps, Slate, Meagher & Flom LLP since 1985.

Professor Heminway's scholarship focuses on securities disclosure law and policy and related matters (especially under Rule 10b-5) and corporate governance issues under federal and state law. She coauthored (with Douglas M. Branson, Mark J. Loewenstein, Marc I. Steinberg & Manning G. Warren, III) a business law text, released in 2008, entitled *Business Enterprises: Legal Structures, Governance, and Policy* (LexisNexis). In addition, her edited/coauthored book, *Martha Stewart's Legal Troubles*, was released in 2007 (Carolina Academic Press). She has served as a commentator, expert witness, and consultant on corporate finance and federal and state corporate and securities law matters and is a frequent continuing legal education presenter on business law issues. Her methods and tips for teaching Business Associations are featured in *Teaching the Law School Curriculum* (Carolina Academic Press), released in October 2004.

Professor Heminway also has represented clients *pro bono* on political asylum applications, landlord/tenant appeals, social security/disability cases, not-for-profit incorporations, and related corporate law issues. She was honored in 2003 by UT Pro Bono for her work with its Animal Law Project, and before commencing her teaching career at UT, she was recognized on four occasions for her *pro bono* work with the Political Asylum/Immigration Representation Project (PAIR) in Boston.

Additional honors include UT-Knoxville Chancellor's Award for Teaching Excellence (2006) and the UT College of Law's Marilyn V. Yarbrough Faculty Award for Writing Excellence (2005) and Harold C. Warner Outstanding Teacher Award (2004). Professor Heminway's stock merger module for the College of Law's Representing Enterprises course was recognized by the University's Innovative Technology Center in its September 2002 Best Practices@UT Showcase.

Professor Heminway has been elected to the American Law Institute, is a member of the Board of Trustees of the Southeastern Association of Law Schools, and is a member of Hamilton Burnett Chapter of the American Inns of Court. She also is a member of various sections of the Association of American Law Schools (Business Associations, Securities Regulation, Teaching Methods, Women in Legal Education) and a member of the American Bar Association (Section of Business Law), Tennessee Bar Association (Business Law Section), Knoxville Bar Association, and Boston Bar Association (Business Law Section).

Professor Heminway is admitted to practice in Tennessee (2000) and Massachusetts (1985, inactive).