

BENJAMIN MEANS

University of South Carolina School of Law
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EDUCATION

University of Michigan Law School, Ann Arbor, MI

J.D., magna cum laude, 1999

Order of the Coif

Articles Editor, Michigan Law Review

Dartmouth College, Hanover, NH

A.B., cum laude, 1995

Feinstein Prize, Best Honors Thesis, English Department

Political Cartoonist, The Dartmouth, 1992–1995

EXPERIENCE

University of South Carolina School of Law, Columbia, SC

Director of the Family and Small Business Program, 2022–Present

John T. Campbell Chair in Business and Professional Ethics, 2020–Present

Professor of Law, 2016–Present

Associate Professor, 2013–2016

Assistant Professor, 2008–2013

Courses: Contracts, Business Associations, Family Business Law, Mergers & Acquisitions, Liberty Seminar

University of Alabama School of Law, Tuscaloosa, AL

Visiting Assistant Professor, Fall 2011

Satterlee Stephens LLP, New York, NY

Litigation Associate, 2003–2007

Davis Polk & Wardwell LLP, New York, NY

Litigation Associate, 2000–2003

Summer Associate, Summer 1998

United States Court of Appeals for the Second Circuit, Syracuse, NY

Law Clerk for the Honorable Rosemary Pooler, 1999–2000

PUBLICATIONS**Books:**

THE TWO SYSTEMS OF FAMILY BUSINESS LAW (Cambridge University Press) (work in progress)

CASES AND MATERIALS ON BUSINESS ENTITIES (co-author Eric A. Chiappinelli) (Aspen Publishing, 6th ed. anticipated 2025)

THE CAMBRIDGE HANDBOOK OF SOCIAL ENTERPRISE LAW, (co-editor Joseph Yockey) (Cambridge University Press, 2018)

Articles:

Forcing Climate Change Compliance, 48 HARVARD ENVIRONMENTAL LAW REVIEW ____ (2024) (with Susan Kuo)

Against Contractual Formalism in Shareholder Oppression Law, 57 U.C. DAVIS LAW REVIEW __ (2023) (with Douglas K. Moll)

Climate Change Compliance, 107 IOWA LAW REVIEW 2135 (2022) (with Susan Kuo)

Solving the “King Lear Problem”, 12 U.C. IRVINE LAW REVIEW 1245 (2022)

A Corporate Law Rationale for Reparations, 62 BOSTON COLLEGE LAW REVIEW 799 (2021) (with Susan Kuo)

- Reprinted in THE CORPORATE PRACTICE COMMENTATOR (Robert B. Thompson ed.).

The Value of Insider Control, 60 WILLIAM & MARY LAW REVIEW 891 (2019)

- Reprinted in THE CORPORATE PRACTICE COMMENTATOR (Robert B. Thompson ed.).

The Political Economy of Corporate Exit, 71 VANDERBILT LAW REVIEW 1293 (2018) (with Susan Kuo)

- Reprinted in THE CORPORATE PRACTICE COMMENTATOR (Robert B. Thompson ed.).

Collective Coercion, 57 BOSTON COLLEGE LAW REVIEW 1599 (2016) (with Susan Kuo)

Wealth Inequality and Family Businesses, 65 EMORY LAW JOURNAL 937 (2016)

Navigating the Uber Economy, 49 U.C. DAVIS LAW REVIEW 1511 (2016) (with Joseph Seiner)

The Contractual Foundation of Family-Business Law, 75 OHIO STATE LAW JOURNAL 675 (2014)

Nonmarket Values in Family Businesses, 54 WILLIAM & MARY LAW REVIEW 1185 (2013)

- Selected for presentation at the 2012 Junior Faculty Forum cosponsored by the Harvard, Stanford, and Yale law schools; also selected for presentation at the C-LEAF Junior Faculty Business and Financial Law Workshop sponsored by the George Washington University Law School.

Corporate Social Responsibility After Disaster, 89 WASHINGTON UNIVERSITY LAW REVIEW 973 (2012) (with Susan Kuo)

The Vacuity of Wilkes, 33 WESTERN NEW ENGLAND LAW REVIEW 433 (2011) (symposium)

A Contractual Approach to Shareholder Oppression Law, 79 FORDHAM LAW REVIEW 1161 (2010)

- Received faculty award for outstanding publication.

A Voice-Based Framework for Evaluating Claims of Minority Shareholder Oppression in the Close Corporation, 97 GEORGETOWN LAW JOURNAL 1207 (2009)

Criminal Speech and the First Amendment, 86 MARQUETTE LAW REVIEW 501 (2002)

- Reprinted in THE FIRST AMENDMENT HANDBOOK (James M. Swanson ed., 2003–04).

Note, Prohibiting Conduct, Not Consequences: The Limited Reach of the Migratory Bird Treaty Act, 97 MICHIGAN LAW REVIEW 823 (1998)

Book Chapters and Shorter Work:

Logan Roy and the “King Lear Problem”, 73 DEPAUL LAW REVIEW __ (2024) (symposium)

How Not to End up Like King Lear: A Family-Business Succession Case Study, 24 TENNESSEE JOURNAL OF BUSINESS LAW 391 (2023)

Ringling Bros. — Barnum & Bailey Combined Shows, Inc. v. Ringling, *Rewritten Opinion*, in FEMINIST JUDGMENTS: REWRITTEN CORPORATE LAW (Anne Choike, Usha Rodrigues & Kelli Alces Williams eds.) (Cambridge University Press, 2023)

The Need for Empirical Analysis of Shareholder Oppression Disputes, 23 TENNESSEE JOURNAL OF BUSINESS LAW 516 (2022) (with Douglas K. Moll)

Entrepreneurial Action in Family-Controlled Companies, in THE CAMBRIDGE HANDBOOK OF LAW AND ENTREPRENEURSHIP IN THE UNITED STATES (D. Gordon Smith, Brian Broughman & Christine Hurt eds.) (Cambridge University Press, 2022)

MLB’s Decision to Drop Atlanta Highlights the Economic Power Companies Can Wield Over Lawmakers – When They Choose to, THE CONVERSATION, April 12, 2021 (republished by CHICAGO SUN-TIMES, FLIPBOARD, LEE ENTERPRISES (Newspaper Chain), NEWSBREAK, DANBURY NEWS-TIMES, HOUSTON CHRONICLE, MIDLAND REPORTER-CHRONICLE, NEW HAVEN REGISTER, ST. LOUIS POST-DISPATCH, SEATTLE POST-INTELLIGENCER, SAN ANTONIO EXPRESS-NEWS, ALBANY TIMES-UNION)

Contractual Freedom and Family Business, in RESEARCH HANDBOOK ON PARTNERSHIPS, LLCs AND ALTERNATIVE FORMS OF BUSINESS ORGANIZATIONS (Robert W. Hillman & Mark J. Loewenstein eds.) (Edward Elgar Publishing, 2015)

Family Business Disputes, BUSINESS LAW TODAY (Feb. 2015)

The Prudential Third-Party Standing of Family-Owned Corporations, 162 UNIVERSITY OF PENNSYLVANIA LAW REVIEW ONLINE 151 (2014) (with Matthew Hall)

The Relational Structure of Family Businesses, LEGAL WORKSHOP (Feb. 22, 2013), based on 54 WILLIAM & MARY LAW REVIEW 1185 (2013)

After the Storm: The Vulnerability and Resilience of Locally Owned Business in VULNERABILITY: VALUE AND CRITIQUE (Martha Albertson Fineman & Anna Grear eds.) (Ashgate, 2013) (with Susan Kuo)

Book Review, *The Meaning of the Market Myth*, 1 MICHIGAN JOURNAL OF PRIVATE EQUITY & VENTURE CAPITAL LAW 163 (2012) (solicited for inaugural issue)

Foreword, *A Lens for Law and Entrepreneurship*, 6 ENTREPRENEURIAL BUSINESS LAW JOURNAL 1 (2011) (solicited)

"Voice" in the Close Corporation, LEGAL WORKSHOP (Aug. 17, 2009), based on 97 GEORGETOWN LAW JOURNAL 1207 (2009)

Book Notice, *Monuments to the Past in a Leveling Wind*, 97 MICHIGAN LAW REVIEW 1617 (1999)

PRESENTATIONS

Family & Small Business Resilience, Rotary Club, Columbia, SC, Oct. 16, 2023 (featured presenter)

Logan Roy and the "King Lear Problem", Waystar/ROYCO School of Law, Mar. 28, 2023 (online discussion group based on HBO's Succession)

Counseling Family Businesses, Section on Transactional Law and Skills, American Association of Law Schools, San Diego, Jan. 5, 2023

The Controlled Company Puzzle, Meeting, General Counsel and Other Governance Professionals of Publicly-Listed, Family-Controlled Companies, Dec. 5, 2022

Family-Business M&A, Law & Entrepreneurship Association, University of Pennsylvania School of Law, Oct. 21, 2022

A Case Study in Business-Succession Planning, Symposium, Business Law: Connecting the Threads VI, University of Tennessee College of Law, Sept. 30, 2022 (with Douglas K. Moll)

Coding Shareholder Oppression Cases, Symposium, Business Law: Connecting the Threads V, University of Tennessee College of Law, Sept. 24, 2021 (with Douglas K. Moll)

“Contract Creep”: The Legal Treatment of Business Entity Organic Documents as Contracts, Southeast Association of Law Schools Annual Meeting, Jul. 25, 2021 (panelist)

Solving the “King Lear Problem,” Business Scholarship Podcast, June 22, 2021 (interview)

Solving the “King Lear Problem,” National Business Law Scholars Conference, University of Tennessee College of Law, June 17, 2021

Solving the “King Lear Problem,” LSU Paul M. Hebert Law Center, Mar. 1, 2021

Capital Discrimination, Institute for Law & Economics, University of Pennsylvania School of Law, Feb. 4, 2021 (workshop participant)

New Voices in Business Law Scholarship, American Association of Law Schools Annual Conference, Washington, D.C., Jan. 4, 2021 (commentator)

The Value of Insider Control, University of Tennessee College of Law, Apr. 8, 2020

New Voices in Business Law Scholarship, American Association of Law Schools Annual Conference, Washington, D.C., Jan. 3, 2020 (commentator)

Concurrent Session on Scholarship—Designing your Research Agenda, American Association of Law Schools Workshop for New Law School Professors, June 7, 2019 (discussion leader)

Averting Tragedy in Family Business Succession, Law & Entrepreneurship Association, Boston College Law School, Apr. 5, 2019 (presentation and critique, Matthew Wansley)

Breakout Session on Scholarship—Pursuing your Research Agenda, American Association of Law Schools Workshop for New Law School Professors, June 23, 2017 (discussion leader)

Supreme Court Update: Business, Administrative, Securities, Tax, and Employment Issues, Southeast Association of Law Schools Annual Meeting, Aug. 4, 2016 (panelist)

Entrepreneurial Action in Family-Controlled Businesses, National Business Law Scholars Conference, The University of Chicago Law School, June 23, 2016

Contract is King, But Can It Govern Its Realm?, Section on Agency, Partnership, LLCs, and Unincorporated Associations, American Association of Law Schools, New York, Jan. 7, 2016 (moderator)

Wealth Inequality and Family Businesses, National Business Law Scholars Conference, Seton Hall University School of Law, June 5, 2015

Wealth Inequality and Family Businesses, Law & Entrepreneurship Association, University of Georgia School of Law, Mar. 21, 2015 (presentation and critique, Pamela Foohey)

Nepotism, Inc., University of Houston Law Center, Nov. 3, 2014

Family Business Disputes, ABA Business Law Section, 2014 LLC Institute, Oct. 16, 2014 (program chair)

What is the Role of Trust in the Marketplace?, Southeast Association of Law Schools Annual Meeting, Aug. 7, 2014 (panelist)

Does the Public/Private Divide in Federal Securities Law Make Sense?, Southeast Association of Law Schools Annual Meeting, Aug. 6, 2014 (panelist)

Understanding Corporate Structure for Prosecuting Financial Fraud Seminar, *An Overview of Closely Held and Family Owned Businesses*, U.S. Department of Justice, National Advocacy Center, Apr. 29, 2014 (invited instructor)

Private Ordering and Uncertainty in Family Businesses, Washington and Lee University School of Law, Feb. 4, 2014

Contract and Connection in Family-Business Law, Georgia State University College of Law, Nov. 14, 2013

New Law Teachers Workshop Panel, *Becoming a Productive and Fulfilled Scholar*, Southeast Association of Law Schools Annual Meeting, Aug. 7, 2013

Private Ordering and Uncertainty in Family Businesses, Law & Society Annual Meeting, June 1, 2013

Nonmarket Values in Family Businesses, C-LEAF Junior Faculty Business and Financial Law Workshop, George Washington University Law School, Mar. 5, 2013

Nonmarket Values in Family Businesses, Law & Entrepreneurship Retreat, George Washington University Law School, Feb. 15, 2013 (presentation and critique, Elizabeth Pollman)

The Temporal Dimension of Reasonable Expectations, Conference of Asian Pacific Law Faculty (CAPALF), U.C. Hastings College of the Law, Feb. 1, 2013 (co-presenter, Susan Kuo)

Nonmarket Values in Family Businesses, National Business Law Scholars Conference, University of Cincinnati College of Law, June 28, 2012

Nonmarket Values in Family Businesses, Junior Faculty Forum, Harvard Law School, June 2, 2012

Nonmarket Values in Family Businesses, Paul M. Hebert Law Center, Louisiana State University, Mar. 23, 2012

Nonmarket Values in Family Businesses, University of Alabama School of Law, Oct. 25, 2011

Corporate Social Responsibility After Disaster, William and Mary Law School, Sept. 12, 2011

A Contractual Approach to Shareholder Oppression Law, University of Nebraska College of Law, Feb. 21, 2011

A Lens for Law and Entrepreneurship, Law & Entrepreneurship Retreat, University of Florida School of Law, Feb. 17, 2011

Social Networks After Disaster: The Role of Locally Owned Business, Conference of Asian Pacific Law Faculty (CAPALF) and Western Law Teachers of Color (WLTC), The William S. Richardson School of Law at the University of Hawai'i at Mānoa, Dec. 30, 2010 (co-presenter, Susan Kuo)

A Contractual Approach to Shareholder Oppression Law, The University of Maryland Francis King Carey School of Law, Nov. 15, 2010

Social Networks After Disaster: The Role of Locally Owned Business, Feminism and Legal Theory Workshop, Social Vulnerability and the "Corporation," Emory University School of Law, Oct. 30, 2010 (co-presenter, Professor Susan Kuo)

A Contractual Approach to Shareholder Oppression Law, Southeastern Law Scholars Conference, Charleston School of Law, Oct. 23, 2010

A Contractual Approach to Shareholder Oppression Law, Florida State University College of Law, Oct. 18, 2010

The Vacuity of Wilkes, Law and Business Symposium, *Fiduciary Duties in the Closely Held Corporation 35 Years after Wilkes v. Springside Nursing Home*, Western New England College School of Law, Oct. 15, 2010

The Vacuity of Wilkes, New Scholars Conference, Southeast Association of Law Schools Annual Meeting, Aug. 27, 2010

A Contractual Approach to Shareholder Oppression Law, Law & Society Annual Meeting, May 28, 2010

Workshop Participant, *A Contractual Approach to Shareholder Oppression Law*, Law & Entrepreneurship Retreat, J. Reuben Clark Law School at Brigham Young University, Feb. 19, 2010 (presentation and critique, Douglas Moll)

Why Contract Theory Justifies Shareholder Protection, University of Georgia School of Law, Nov. 20, 2009

Why Contract Theory Justifies Shareholder Protection, University of South Carolina School of Law, Nov. 6, 2009

SERVICE

Secretary, AALS Section on Agency, Partnership, LLCs, and Unincorporated Business Associations, 2024 [anticipated]

Chair, Diversity and Inclusion Committee, 2023-Present

Member, Law School Finance Committee, 2023-Present

Member, University Committee for Tenure & Promotion, 2023-Present

Observer, Unincorporated Organizations Act Committee, Uniform Law Commission, 2021-Present

Member, Executive Committee of the AALS Section on Agency, Partnership, LLCs, and Unincorporated Business Associations, 2021-Present

Chair, Faculty Selections Committee, 2022-2023

Member, Faculty Selections Committee, 2021-2022

Member, Law School Advisory Committee, 2019–2021

Member, Executive Committee of the AALS Section on Business Associations, 2018–2020

Chair, Faculty Selections Committee, 2017-2018

Chair, Law School Curriculum and Assessment Committee, 2015-17

Chair, AALS Section on Agency, Partnership, LLCs, and Unincorporated Business Associations, 2015

Advisor, South Carolina Senate Judiciary Committee (analyzing proposed legislation concerning Public Benefit Corporations), May 2012

Member, *Ad Hoc* Lawyers' Committee (reviewing status of South Carolina LLC Act), 2012-14

Member, Dean Search Committee, 2010–2011

Faculty Advisor, Joint Degree Program, 2010–Present

CONSULTING

HAWAII DISCOUNT, LLC, d/b/a Hawaiiidiscout.com, LLC, v. HAWAII SUNSET EVENTS, LLC, d/b/a CHIEF'S LUAU; TEUILA HAWAII, LLC; and ROBERT'S HAWAII, LLC, United States District Court for the District of South Carolina, C.A. No. 2:21-cv-02011-DCN

Bierer and Associates, Inc. v. Jan F. Kennerly, Jr., et al., In the Court of Common Pleas, Fifth Judicial Circuit, South Carolina, Civil Action No.: 2018-CP-40-04841

Tracy Jolly Pavlish, et al. v. Covil Corp., et al., 2019-CP-42-03968 (Spartanburg Ct. Com. Pleas). Please note that my work on this matter extended across two closely related cases, Hutto v. Covil Corp. et al., No. 2019-CP-40-06956, and Ann Finch v. United States Fidelity and Guaranty Co., et al., 2019-CP-40-03003.

Jack Tobias, and Dale Ness v. RDCY Investments et al., In the Court of Common Pleas, Ninth Judicial Circuit, South Carolina, C.A. No. 2019-CP-10-1077

Cherokee Rehabilitation, Inc. v. Palmetto Health Care, LLC, United States District Court for the District of South Carolina, C.A. No. 7:18-cv-01540-HMH

Lisa Summer Rice and Joseph Rice v. Newberry Lions Club and C. Ray Amick, In the Court of Common Pleas, State of South Carolina, Case No. 2018-CP-36-00089

Cecil A. Hanks d/b/a Hanks and Associates v. Bluecross Blueshield of South Carolina, In the Court of Common Pleas, South Carolina, Case No. 2011-CP-07-1986

Robert S. Jones v. Builders Investment Group, LLC, Court of Appeals, South Carolina, Civil Action No. 2011-CP-40-01980