

## **Dana Brakman Reiser**

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### **ACADEMIC EXPERIENCE**

Brooklyn Law School, Brooklyn, NY

2001-present

Vice Dean (2013-present)

Professor of Law (2007-present)

Associate Professor of Law (2004- 2007)

Assistant Professor of Law (2001-2004)

*Teaching:* Nonprofit Law, Comparative Nonprofit Law, Seminar on the For-Profit/Nonprofit Boundary; Property, Corporations, and Trusts and Estates.

*Service:* Dean Search Committee (elected faculty representative), Status, Tenure and Promotion Committee, Entry-Level and Lateral Appointments Committees, Curriculum Committee, Publications Committee, Long-Range Planning Committee.

### **EDUCATION**

Harvard Law School, J.D. June 1998.

*magna cum laude*

*Harvard Law Review*, Notes Editor

University of Pennsylvania, B.A. with Honors in Political Science. May 1995.

*summa cum laude*, Phi Beta Kappa

Bennett Prize for best thesis in Political Theory

### **PUBLICATIONS AND WORKING PAPERS**

*Law and Social Enterprise* (with Steven A. Dean) (work in progress)

*The Duty of Group Governance* (work in progress)

*SE(c)(3): A Hybrid Tax Regime for Social Enterprise* (with Steven A. Dean) (work in progress)

*Regulating Social Enterprise* (forthcoming U.C. DAVIS BUS. L. REV. (2014))

*Hunting Stag with FLY Paper* (with Steven A. Dean), 54 B.C. L. REV. 1495 (2013).

*Theorizing Forms for Social Enterprise*, 62 EMORY LAW JOURNAL 681 (2013).

*The Next Big Thing: Flexible-Purpose Corporations* 2 BUSINESS LAW REVIEW 55 (2012).

*Benefit Corporations – A Sustainable Form of Organization?* 46 WAKE FOREST L. REV. 591 (2011).

*Foreword: The Federalization of Nonprofit and Charity Law* 99 KY. L. J. 637 (2011).

*Introduction* [Symposium: Governing Civil Society: NGO Accountability, Legitimacy and Influence], (co-authored with Prof. Claire R. Kelly) 36 BROOK. J. INT’L L. 813 (2011).

*Linking NGO Accountability and the Legitimacy of Global Governance*, (co-authored with Prof. Claire R. Kelly) 36 BROOKLYN J. INT’L L. 1011 (2011).

*Charity Law’s Essentials*, 86 NOTRE DAME L. REV. 1 (2011).

*The Dual Mission Dilemma*, 35 VT. L. REV. 105 (2010).

*Governing and Financing Blended Enterprise*, 85 CHI-KENT LAW REVIEW 619 (2010).

*Self-Regulatory Club Goods: Filling the Gaps in Nonprofit Accountability Enforcement*, in NGO ACCOUNTABILITY CLUBS: VOLUNTARY REGULATION OF NONPROFIT AND NONGOVERNMENTAL ORGANIZATIONS, (Mary Kay Gugerty & Aseem Prakash eds.) (Cambridge University Press 2010).

*For-Profit Philanthropy*, 77 FORDHAM L. REV. 2437 (2009).

*Independent Directors in the Independent Sector*, 76 FORDHAM L. REV. 795 (2007).

*Nonprofit Takeovers: Regulating the Market for Mission Control*, 2006 B.Y.U. L. REV. 1181 (2006) (selected for inclusion in the Stanford-Yale Junior Faculty Forum).

*Introduction* [Symposium: Who Guards the Guardians?: Monitoring and Enforcement of Charity Governance], 80 CHI.-KENT L. REV. 543 (2005) (co-authored with Prof. Evelyn Brody).

*There Ought to Be a Law: The Disclosure Focus of Recent Legislative Proposals for Nonprofit Reform* [Symposium: Who Guards the Guardians?: Monitoring and Enforcement of Charity Governance], 80 CHI.-KENT L. REV. 559 (2005).

*Enron.org: Why Sarbanes-Oxley Will Not Ensure Comprehensive Nonprofit Accountability?*, 38 U.C. DAVIS L. REV. 205 (2004).

*Dismembering Civil Society: The Social Cost of Internally Undemocratic Nonprofits*, 82 OR. L. REV. 829 (2003).

*Decision-Makers Without Duties: Defining the Duties of Parent Corporations Acting as Sole Corporate Members in Nonprofit Health Care Systems*, 53 RUTGERS L. REV. 979 (2001).  
Note, *Charting No Man's Land: Applying Jurisdictional and Choice of Law Doctrines to Interstate Compacts*, 111 HARV. L. REV. 1991 (1998).

Case Comment, *The Supreme Court, 1997 – Leading Cases*, 111 HARV. L. REV. 197 (1997) (discussing *Camps Newfound/Owatonna v. Harrison*, 117 S. Ct. 1590 (1997)).

Book Note, *Public Choice Theory: A Unifying Framework for Judicial Activism*, 110 HARV. L. REV. 1161 (1997) (reviewing CHARLES M. HAAR, *SUBURBS UNDER SIEGE* (1996)).

*Conditional Strategies: A Response to Collective Action Problems in Non-Profit Fund Raising* (Indiana University Center on Philanthropy Working Paper Series, 1995).

*Granting Prescriptive Powers to Nurse Practitioners: Economic and Political Motivations*, 1 SOUND POLITICKS 14 (1995) (Political Science Journal, University of Pennsylvania).

## **PRESENTATIONS AND OTHER PROFESSIONAL ACTIVITIES**

“SE(c)(3): A Hybrid Tax Regime for Social Enterprise,” presented at the 41<sup>st</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Hartford, CT November 22, 2013.

“The Nonprofit Boundary” presented as part of a colloquy on “Theory, Issues and Boundaries,” at the 41<sup>st</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Hartford, CT, November 22, 2013.

“SE(c)(3): A Hybrid Tax Regime for Social Enterprise,” presented with co-author Steven A. Dean at launch of Center for Urban Business Entrepreneurship, Brooklyn Law School, Brooklyn, NY, November 14, 2013.

“SE(c)(3): A Hybrid Tax Regime for Social Enterprise,” presented with co-author Steven A. Dean at 10th Annual NYU-Stern Conference on Social Entrepreneurship, New York, NY, November 7, 2013.

“Nonprofit Governance Basics,” presented at Practising Law Institute Seminar on Financial and Reporting Issues for Nonprofit Organizations 2013, New York, NY, November 6, 2013.

“SE(c)(3): A Hybrid Tax Regime for Social Enterprise,” presented with co-author Steven A. Dean at University of Colorado Leeds School of Business Crowdfunding Conference, Boulder, CO, July 13, 2013.

“Legal Forms for Social Enterprise in the U.S.: An Overview and Critique,” presented at EMES International Research Conference, Liege, Belgium, July 1, 2013.

“Hunting Stag with FLY Paper,” presented at Law & Society Association Annual Meeting, Boston, MA, May 31, 2013.

“Adapting Corporate Law for the Social Good,” Roundtable Discussion at Law & Society Association Annual Meeting, Boston, MA, May 31, 2013.

“What Is Charity? How Should the IRS Treat it?,” presented at First Annual Not-for-Profit Law Institute, Association of the Bar of the City of New York, April 18, 2013.

“Regulating Social Enterprise,” presented at conference on “The Future of State Charities Regulation,” Columbia Law School, New York, NY, February 7, 2013.

“A Conversation with SEC Commissioner Troy Paredes,” at Breakfast Roundtable of the BLS Center for the Study of International Business Law, New York, NY, February 1, 2013. Moderator and Panel Organizer, “Nonprofits and Social Enterprise,” at the AALS Annual Meeting, New Orleans, LA, January 6, 2013.

“Nonprofit Governance Basics,” presented at Practising Law Institute Seminar on Financial and Reporting Issues for Nonprofit Organizations 2012, New York, NY, December 14, 2012.

“Legal Principles for Changing Charitable Purpose: Who Decides?,” presented as part of a colloquy at the 41<sup>st</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Indianapolis, IN, November 16, 2012.

“Hunting Stag with FLY Paper,” presented at “Emerging Issues in Social Enterprise” Symposium, Regent University Law School, Virginia Beach, VA, October 6, 2012.

“Theorizing Forms for Social Enterprise,” Faculty Workshop Series, Brooklyn Law School, Brooklyn, NY, September 13, 2012.

“Significant Issues in Nonprofit Legal Scholarship,” presented at the Business Law Section Committee on Nonprofit Organizations, ABA Annual Meeting, Chicago, IL, August 3, 2012.

“The Latest Hybrid Form: The Flexible Purpose Corporation,” presented at the Business Law Review Symposium on “Profits Plus Philanthropy: The Emerging Law of Social Enterprise,” American University-Washington College of Law, Washington, DC, April 18, 2012.

“Theorizing Forms for Social Enterprise,” presented at 31<sup>st</sup> Annual Randolph W. Throver Symposium “Innovation for the Modern Era: Law, Policy and Legal Practice in a Changing World,” Emory University School of Law, Atlanta, GA, February 9, 2012.

“Unincorporated and Incorporated Forms for Social Enterprise,” presented at Section on Agency, Partnerships, LLC’s and Unincorporated Business Associations, American Association of Law Schools Annual Meeting, Washington, DC, January 6, 2012.

“Nonprofit Governance Basics,” presented at Practising Law Institute Seminar on Financial and Reporting Issues for Nonprofit Organizations 2011, New York, NY, December 16, 2011.

“Benefit Corporations – A Sustainable Form of Organization?,” presented at 40<sup>th</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Toronto, ON, Canada, November 19, 2011.

“Policy Considerations for the Sector and Regulators,” presented at Meeting on Social Missions/Hybrid Corporations, National State Attorneys General Program, Charities Regulation and Oversight Project, Columbia Law School, New York, NY, June 28, 2011.

“Benefit Corporations, B Corps and L3Cs: Comparison and Contrast,” presented at The L3C A to Z Conference, sponsored by Americans for Community Development and The Levy Entrepreneurship Center of the Kellogg School of Management at Northwestern University, Evanston, IL, June 6, 2011.

“Benefit Corporations – A Sustainable Form of Organization?,” presented at Symposium on “The Sustainable Corporation,” Wake Forest University School of Law, Winston-Salem, NC, April 1, 2011.

“Linking NGO Accountability and the Legitimacy of Global Governance,” presented at 39<sup>th</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Alexandria, VA, November 20, 2010.

“Charity Law’s Essentials,” presented at Faculty Workshop at Pace University Law School, November 3, 2010.

“Linking NGO Accountability and the Legitimacy of Global Governance,” presented at Symposium on “Governing Civil Society: NGO Accountability, Legitimacy and Influence,” Brooklyn Law School, Oct. 22, 2010. Served as Symposium Co-Editor with Prof. Claire R. Kelly.

“Governing Blended Enterprise,” presented at Università di Bologna, Bologna, Italy, June 9, 2010.

“American Nonprofit Law and the Special Issue of Takeovers,” presented at Bocconi University, Milan, Italy, May 26, 2010.

“The Dual Mission Dilemma,” Keynote Address at Symposium on “Creative Capitalism and the Law,” Vermont Law School, Burlington, VT, Feb. 19, 2010.

“Charity Law’s Essentials,” presented at 38<sup>th</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Cleveland, OH, November 20, 2009.

“Governing Blended Enterprise,” presented at Symposium on “In Berle’s Footsteps,” sponsored by the Center on Corporations, Law and Society at Seattle University, Seattle, WA, November 8, 2009.

“Governing and Financing Blended Enterprise,” presented at Symposium on “Philanthropy Law in the 21<sup>st</sup> Century,” sponsored by American College of Trust and Estate Counsel, Chicago-Kent College of Law, Chicago, IL, October 23, 2009.

“Charity Law’s Essentials,” presented at Faculty Workshop at Temple Law School, Philadelphia, PA, October 12, 2009.

“For-Profit Philanthropy,” presented as part of a panel on “Some Legal and Financial Implications of Blurred Sectoral Boundaries” at the 37<sup>th</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Philadelphia, PA, November 22, 2008.

“Democracy Within Nonprofits,” presented as part of a panel on “The Participation of Nonprofits in Democracy” at the AALS Annual Meeting, Joint Session of the Section on Nonprofit Law and Philanthropy and the Section on Legislation and Law of the Political Process, New York, NY, January 5, 2008.

“Director Independence in the Independent Sector,” presented as part of a colloquy on “Governance Implications of the Legal Form of Charity” at the 36<sup>th</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Atlanta, GA, November 17, 2007.

“Independent Directors in the Independent Sector,” Conference on “Nonprofit Law, Economic Challenges, and the Future of Charities,” co-sponsored by Fordham Law School and Lincoln Center for the Performing Arts, Inc., New York, NY, March 30, 2007.

“Nonprofit Takeovers: Regulating the Market for Mission Control,” Seminar on the Nonprofit Sector and Philanthropy, Harvard Law School and John F. Kennedy School of Government, Cambridge, MA, February 7, 2007.

“Update on Sarbanes-Oxley-Inspired Nonprofit Reforms,” presented as part of a colloquy on

“Current Issues in US and UK Legal Regulation of Nonprofit Organizations” at the 35<sup>th</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Chicago, IL, November 17, 2006.

“Nonprofit Takeovers: Regulating the Market for Mission Control,” Faculty Workshop Series, Brooklyn Law School, Brooklyn, NY, August 31, 2006.

“Nonprofit Takeovers: Regulating the Market for Mission Control,” Stanford/Yale Junior Faculty Forum, Yale Law School, New Haven, CT, June 2, 2006.

“Nonprofit Takeovers: Regulating the Market for Mission Control,” presented as part of a panel on “Legal and Other Frameworks for Balancing Financial Viability and Charitable Mission” at the 34<sup>th</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Washington, DC, November 18, 2005.

“Building Strong and Ethical Public Charities,” presented as part of a panel at Annual Meeting of the National Association of State Charity Officials, Cleveland, OH, November 7, 2005.

“Self-Regulation v. Government Regulation,” presented as part of a panel at Annual Meeting of the National Association of State Charity Officials, Cleveland, OH, November 7, 2005. Invited Participant, National Center on Philanthropy and the Law at New York University Conference on “Governance of Nonprofit Organizations: Best Practices After Sarbanes-Oxley,” New York, NY, February 3, 2005.

“Enron.org: Why Sarbanes-Oxley Will Not Ensure Comprehensive Nonprofit Accountability,” presented as part of a panel on “Legal Approaches to Accountability” at the 33<sup>rd</sup> Annual Conference of the Association of Researchers on Nonprofit and Voluntary Action (ARNOVA), Los Angeles, CA, November 19, 2004.

Moderator, “Panel: Corporate Scandals and Group Identity,” Brooklyn Law School Conference on “Corporate Misbehavior by Elite Decision-Makers: Perspectives from Law and Social Psychology,” Brooklyn, NY, November 12, 2004.

“There Ought to Be a Law: The Disclosure Focus of Recent Legislative Proposals for Nonprofit Reform,” presented as part of Symposium entitled “Who Guards the Guardians?: Monitoring and Enforcement of Charity Governance,” Chicago-Kent College of Law, Chicago, IL, September 10, 2004. Served as Symposium Co-Editor with Prof. Evelyn Brody.

Invitee, U.S. Senate Finance Committee Staff Roundtable on Proposals Relating to Tax-Exempt Organizations, Washington, D.C., July 22, 2004.

“The Social Cost of Internally Undemocratic Nonprofits,” presented as part of panel on “Democratic Values Expressed Through the Law of Nonprofit Organizations” at the 32<sup>nd</sup> Annual Conference of the Association of Researchers on Nonprofit and Voluntary Action (ARNOVA),

Denver, CO, November 21, 2003.

“Decision-Makers Without Duties: Defining the Duties of Parent Corporations Acting as Sole Corporate Members in Nonprofit Health Care Systems,” presented as part of a panel on “What is Good for the Public? – Reform and the Future of the Non-Profit Health Care Provider,” Joint Conference of the American Society of Law, Medicine and Ethics and Seton Hall University School of Law Health Law and Policy Program, Newark, NJ, April 25, 2003.

“Do Ends Drive Means? The Relationship Between the Law of Nonprofits and the Production of Social Capital,” Sixth Annual Conference of the Association for the Study of Law, Culture and Humanities, New York, NY, March 8, 2003.

Moderator, “Panel: Reconsidering Donor Accountability,” 31<sup>st</sup> Annual Conference of the Association for Research on Nonprofit Organizations and Voluntary Action, Montreal, Quebec, Canada, November 15, 2002.

### **PROFESSIONAL AFFILIATIONS**

American Association of Law Schools

Nonprofit Law and Philanthropy Section, (Executive Committee Member 2008-12; Chair 2012)

American Bar Association

Academic Advisor to the Nonprofit Organizations Committee of the Business Law Section (2011-present)

American Law Institute (2008-present)

Associate Reporter, Principles of the Law of Nonprofit Organizations (2012-2013)

Association of the Bar of the City of New York

Committee on Nonprofit Organizations (September 2003-June 2006)

Association for Research on Nonprofit Organizations and Voluntary Action (ARNOVA)

Task Force on Bylaw Revision (2006-2007)

Boston Bar Association

Task Force on Revising Chapter 180 (Massachusetts Nonprofit Corporation Statute) (1999-2001)

Nonprofit Coordinating Committee of New York, Government Relations Committee

### **OTHER PROFESSIONAL EXPERIENCE**

Legal Fellow

Office of the General Counsel, Partners HealthCare System, Inc., Boston, MA  
August 1999 - May 2001.

Law Clerk

Circuit Judge Bruce M. Selya, U.S. Court of Appeals for the First Circuit  
July 1998 - July 1999.