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The Mississippi

# Business Law Reporter

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## Section Chair's Corner

By Jimmy Milam

Summer heralds the annual rotation of the Bar's officers, and the expiration of my term as Chair of the Business Law Section. Past columns at this juncture have recapped the Section's activities over the preceding year in some detail, but in a moderate change from the standard (and with a tip of the hat in recognition of its virtues), I have elected to condense that part of this report into a short summation, and follow it with a more personal word on my departure as Chair. Most of you are in any event aware of the Section's activities from the various emails Rene´ Garner routinely sends, from the Business Law Reporter (formerly, but no more, referred to as the Newsletter), and from other sources. Suffice it to say that the past year's events, including our social event in the fall with State Treasurer Lynn Fitch, various CLE events including the Legislative Breakfast with House Speaker Phillip Gunn, Senator Briggs Hopson, Rep. Andy Gipson and Assistant Secretary of State Preston Goff, were all successful and well-received, as were our customary scholarship donations to Ole Miss and MC Law Schools, and as our expected contributions to be made later this summer to pro bono causes will be as well. Our annual Ethics Seminar held in conjunction with the Mississippi Corporate Counsel Association at River Hills in Jackson on June 9 this year was well attended and highly informative. The only major event yet to come is our annual meeting in Sandestin on July 9, at which time the guard will change. Needless to say, all our activities this year have been and will be wholly in keeping with time-tested traditions.

Each of you will, I hope, become active in the activities of your preferred Bar section. My time on the Executive Committee of the Business Section has been rewarding in ways both unexpected and delightful, including becoming reac-

quainted with an old friend from law school, getting to know lawyers from other parts of the state I might well not have otherwise encountered, and working closely with Mississippi State's most enthusiastic fan, Rene´ Garner, who provides the energetic and organized effort that runs each of the Bar's sections. There is room for all at the Bar; you need only let someone know of your interest. Your offer to contribute will not be turned down: trust me.

I am grateful to our immediate past Chair, Stan Smith, for invaluable insight, and to incoming Chair Jason Bailey, incoming Vice-Chair Tammra Cascio, Committee members Ryan Pratt, Neal Wise, Drew Snyder and Reporter Editor Mary Nichols. No request, reasonable or otherwise, made of this group was ever refused. The future of the Section is in capable, faithful hands. Finally, I can honestly say I have but one regret: I was unable because of a conflict to attend the ABA's Business Bar Leaders' Conference in Chicago on May 1, a date when the Cubs were "in town." Jason Bailey attended in my stead for the Section, accompanied by Stan Smith, who participated as a member of the Leadership Committee of the ABA Business Bar Leader's Conference. I am told a report on that meeting (including, I hope, a recount of the Cubs game which I understand they of course attended only *after* their official duties had been concluded) will also appear in this edition of the Reporter.

Many thanks to all who have kept this joint effort sailing in calm waters over the past year. Our affiliation has been my privilege and pleasure.

Jimmy Milam  
Milam Law PA  
Tupelo, Mississippi

## Business Law and Access to Justice

By **Rodger H. Wilder, Esquire**

Let me start by being candid; this article is intended to convince, maybe plead, to all business lawyers, of which I consider myself one, to be more active in the access to justice initiative, as I know many of you are. During my tenure as Bar President, I had the opportunity to meet and talk with many Mississippi lawyers. Almost universally, those with whom I discussed access to justice issues told me they entered law school because they want to help people, and still do. Helping people who have critical personal needs that only a lawyer can resolve is personally satisfying and renews those altruistic reasons we chose law as a profession. Because you are not involved in most access to justice issue in your practice, the groups engaged in access to justice are finding ways to make it easier and more rewarding for you to be involved. But more on that point later.

First, I should briefly discuss what the Access to Justice Initiative is and what it seeks to accomplish. As we all know, if a defendant is charged with a serious crime, that defendant is entitled to representation of counsel, even if counsel must be provided by the State, on the principle that the loss of one's liberty or life is much too important to be taken without counsel. That same protection, however, is not afforded in a civil proceeding -- even if the proceeding is to terminate a parent's right to her child; or to enforce the payments of the child support necessary to the life of the children; or to protect against wrongful eviction of a family; or for many other civil matters that may have dire effects on people and families. It is difficult to differentiate why the loss of one's child is less important than the loss of one's liberty. In the absence of what has been called "Civil Gideon," the right to counsel in certain civil matters, it falls to the legal profession to make sure that all citizens, and especially those

without the ability to pay, have meaningful access to our judicial system and the remedies it affords. That is the challenge Access to Justice Initiatives seek to address.

Access to Justice Initiatives, sometimes referred to as ATJ or A2J, are efforts by most states and the American Bar Association to remove barriers and provide assistance to individuals of limited means with meaningful access to the civil justice system. In Mississippi, the ATJ programs and efforts are directed principally at assisting those who need help from the Chancery Courts.

The first state ATJ commission was launched in 1994 by the State of Washington. Growth was initially slow, with only 3 states having commissions in 2000. Since then, the ATJ initiatives have spread quickly; and the ABA now reports that as of 2014 there were 38 state ATJ commissions. To assist these states initiatives, the ABA's Standing Committee on Legal Aid and Indigent Defendants has established the Resource Center for Access to Justice Initiatives to provide encouragement, assistance and resources to state commissions.

The Mississippi Access to Justice Commission was created by the Mississippi Supreme Court in June, 2006, becoming the 23rd state to appoint such a commission. Its mission was and is to develop a unified strategy to improve access to justice in civil legal proceedings for the poor in Mississippi. Funding comes through the generous support of the Mississippi Supreme Court, The Mississippi Bar and The Mississippi Bar Foundation. Judge Denise Owens and I are pleased and honored to serve as co-chairs of the Commission.

Since its formation, the Mississippi Commission has taken many steps to improve access to justice. Initially, the Commission held four

statewide hearings and then reported its findings on the legal needs of the poor and potential improvements in access to justice. Since then, the Commission has made several recommendations to the Supreme Court for rules changes that have improved access to justice. Among the most notable suggestions accepted by the Court were changes to Court Rules to allow out of state lawyers to provide *pro bono* assistance in disaster recover; clarify that lawyers may represent clients on a limited basis, especially in connection with legal clinics and *pro bono* service programs; and expand the ability of law students to provide *pro bono* assistance to clients under the direction of a licensed Mississippi lawyer. The Commission has initiated on-line forms for a few of the more routine legal proceedings, such as irreconcilable differences divorces with no children or property dispute, name changes, and emancipations. In addition to providing forms that comply with Mississippi law and procedure, unlike many of those otherwise available on the internet, the forms actually assist parties to correctly complete and file the forms.

Working with the Mississippi Volunteer Lawyers Project, the two Legal Services organizations, other *pro bono* service providers and the State's two law schools, the Commission has co-sponsored *pro bono* clinics, *pro se* days and local access to justice initiatives. The Commission's most recent initiative is to work with faith-based and medical organizations to provide legal advice and assistance as a part of programs to address other health and welfare concerns.

Why is ATJ so important in Mississippi?

As we are reminded all too often, Mississippi seems to be last in many important economic, health and human situations measures, poverty being one that impacts so many aspects of life. It has been reported that over 688,000 Mississippians exist at or below the recognized poverty level. Sadly, even families living with incomes above the poverty level are frequently unable to afford a lawyer when an important legal issue arises. But,

Mississippi is blessed to have numerous formal and informal programs to assist with legal needs.

In 1982 Mississippi was the first state in the nation to establish a Volunteer Lawyers Project. MVLP was a joint effort of the Mississippi Bar Association and the Mississippi Legal Services Corporation to provide an organized effort to provide *pro bono* legal services to the poor citizens. Shortly thereafter the Supreme Court, on the recommendation of the Bar Association, amended the lawyers' Rules of Professional Conduct to establish an aspirational goal that all lawyers authorized to practice in Mississippi annually offer at least 20 hours of *pro bono* service or contribute \$200 to the effort. During the 2013-14 Bar Year, Mississippi lawyers reported contributing 138,697 hours of *pro bono* service and \$153,165.00.

Mississippi has two Legal Services organizations that are funded primarily by Federal appropriations, with help from the Mississippi Bar Foundation and some state funding. They are the Mississippi Center for Legal Services, which serves 43 counties in south Mississippi, and North Mississippi Rural Legal Services, which serves 39 counties in North Mississippi. At one time these organizations had over one hundred lawyers and paralegal assisting clients in 29 fully staffed offices. As a result of finding cuts, both organizations now have a total of only 31 lawyers and paralegals to attempt to serve the entire State. As a result, even with assistance from MVLP they are able to assist less than half of the people who call needing their services, primarily those with the most desperate needs.

Mississippi is also blessed to have a number of other organizations and groups that provide legal services. Both Law Schools in the State have clinics and programs. Several non-profit organizations provide general or specialized legal services, and a number of local bar associations contribute substantially to the efforts. A list of the organizations can be found on the ATJ Commission's website, [www.msatj.org](http://www.msatj.org). However, even with all

these efforts, the needs are much greater than the resources. That's where the ATJ Commission attempts to help.

The Commission is composed of a diverse group of providers of civil legal assistance, business and community leaders, representatives of the three branches of state government, bar leaders, clergy, deans of the two Mississippi law schools, and members of the legal community. The Commission promotes access to justice by bringing together legal services providers and community leaders to evaluate the needs of the poor and determine where additional resources and supports may be needed to expand access to critically-needed services.

With all that background, let us now turn to the question of why businesses and business lawyers should support access to justice initiatives. Stated differently, why is ATJ good for business?

First, the vast majority of the clients who receive assistance from ATJ Initiatives are employees of Mississippi businesses. While it is difficult to accurately quantify the impact legal problems have on employee productivity and thus employer costs, from every day experience we know that legal problems cause employee absences. Even when at work, the distractions of personal legal problems make employees less efficient or, worse, more likely to make costly mistakes. Considering the low cost of supporting ATJ Initiatives, helping employees find help with legal problems is a good investment for employers.

I also strongly believe that business and government lawyers have an important role in access to justice. The most common reason given by business and government lawyers is their unfamiliarity of those legal problems experienced by the poor and the potential for unknown conflicts. I confess feeling that same way.

In recognition of those concerns, the Commission has and continues to try to find ways to engage lawyers who do not regularly practice in

Chancery Court. With the help of some of the "big Jackson law firms," MVLP has created monographs and forms for use by its volunteer lawyers. All MVLP volunteer lawyers have access to those resources.

Participation in legal clinics is another great way of being involved. The scope of the clinics is generally limited and the clinic organizer has materials you can use and are also available to help if you encounter an issue with which you are not familiar. We all fear our first client will have a problem that would make an outstanding and insolvable law school exam question. In fact, that is seldom if ever the case. The vast majority of clients have questions you can answer.

Another concern is always the potential for conflict with existing clients, especially when participating in legal clinics. To address this concern, the Commission recommended, and the Supreme Court has clarified, that lawyers may ethically limit their representation of clients when participating in *pro bono* clinics and workshops. The Court further made it clear that the lawyers could participate in those clinics without having to run an exhaustive firm conflicts checks, so long as no conflict was known to the lawyer. All this was done to encourage participation in *pro bono* programs.

The Commission continues to look for ways to encourage and facilitate lawyers' *pro bono* participation. If you have suggestions as to ways to encourage more *pro bono* participation, we welcome your suggestions.

Finally, ATJ is necessary to the preservation of this Nation. I believe the primary reason the United States is the greatest nation in the history of the world is not just because of our armies, constitutional provisions, or bill of rights, even though they are all necessary. Instead, the United States' greatness derives from the fact that our citizens do enjoy real access to justice. Overwhelmingly, citizens of this Nation believe that if they are

wronged by another, they can present that issue to an independent court who will provide justice when it is warranted. Unlike many other countries, our citizens do not resort to violence born of hopelessness that they have no other alternative.

I encourage all Mississippi lawyers to find a way to participate in access to justice. Ask your business clients to support the cause. It is personally and professionally rewarding.

Try it, you'll like it.



## Mississippi's New Uniform Limited Partnership Act

By Senator Sally Burchfield Doty

During the recent 2015 session, the Mississippi Legislature passed SB2310, the Mississippi Uniform Limited Partnership Act. Previously, Limited Partnerships were governed by the Revised Uniform Partnership Act. That Act has been repealed and replaced with the new Act, codified as Section 79-14-101, et seq., in lieu of the prior act. The new Act is stand-alone and is not linked to the Uniform Partnership Act, as was the case with the prior Revised Uniform Limited Partnership Act. This article is a brief introduction to the new Act and is only intended to highlight some of the differences between the prior Act and the new one; it does not and is not intended to be a full or complete exposition of the new Act.

The basic structure of limited partnerships as defined in the prior Act remains unchanged. However, the new Act sets guidelines for the organization of limited partnerships, defines the rights and liabilities of both limited and general partners, and provides rules for the registration of the partnership. The new Act is intended to improve the capacity of limited partnerships both to do business and to serve the best interests of both the partners and of third parties conducting business with the partnership.

The new Act expands the purposes for which a limited partnership may be formed. Under current law a limited partnership may be formed for the purpose of “any business that a partnership without limited partners may carry on....” Previously, under the Uniform Partnership Act, general partnerships were limited to “for profit” businesses. By disconnecting limited partnerships from the general partnership statutes, limited partnerships may now be used to divide property ownership among family members without resorting to more

cumbersome techniques like co-tenancies or life estates.

The new Act also provides for the recognition and use of Limited Liability Limited Partnerships (LLLP) by filing a registration with the Mississippi Secretary of State. LLLP's have been recognized in Delaware and other states generally considered attractive for corporate formation for several years. With the introduction of LLLP's under Mississippi law, many of the needs formerly met by use of limited partnerships, may now be met either through LLLP's or LLC's. Thus, the new Act targets two types of enterprises largely beyond the scope of LLPs and LLCs.

First, the new Act includes provisions to meet the needs of sophisticated, manager-entrenched commercial deals whose participants commit for the long term. Secondly, it addresses the contemporary needs of estate planning arrangements, so-called “family limited partnership.” In addressing these two concerns, this Act assumes people utilizing the laws will want both strong, centralized, entrenched management, and passive investors with little capacity or ability to exit the entity. As a result, the Act's default rules have been designed to reflect those assumptions.

Another important change from the prior law concerns a limited partner's right to dissociate from the partnership. Under the prior Act, at least theoretically, a limited partner could withdraw from the partnership on six months' notice unless the partnership agreement specified different withdrawal events for a limited partner. Due to estate planning concerns, under the new Act the default rule affords no right to disassociate as a limited partner before the termination of the limited partnership. The power to dissociate is expressly



recognized, but the right to dissociate may be exercised only through the partnership agreement through those events delineated in Section 601(b) of the new Act.

Other notable changes involve duration, naming, and dissolution of the LLLP. Under the new Act, no duration limit is required, and the default rules create a perpetual entity that may be changed via the partnership agreement. Also, the prior Act prohibited the use of a limited partner's name in the entity's name, except in unusual circumstances. This restriction is eliminated by the new Act. Further, under the prior Act, the dissolution of the partnership entity required the unanimous, written consent of all the partners. Now, dissolution of the partnership only requires the

consent of all the general partners and of the limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective.

Finally, the new Act modernizes other areas of partnership law such as information rights of limited and general partners, recapture of wrongful distributions, disassociation of limited partners, dissolution of limited partnerships, and removes many writing requirements for agreements among partners. The new Act, signed by the Governor on April 20, 2015, becomes effective July 1, 2015.

## Report from ABA Leadership Conference

By Jason W. Bailey

As incoming Chair of the Executive Committee of the Business Law Section of the Mississippi Bar I recently attended the American Bar Association's 13<sup>th</sup> Annual Business Bar Leaders Conference in Chicago, Illinois. The purpose of the Conference is to educate local business bar leadership and promote the ABA. The Conference was sponsored by and paid for by the ABA. Stan Smith, the Business Law Section's Past Chair, also attended as a Conference Committee Member of the ABA. So, the Business Law Section enjoyed the benefit of having two representatives attend the Conference at the cost of the ABA<sup>1</sup>.

The Conference was attended by state and local bar representatives throughout the country, which provided for unique perspectives on issues faced by bar leadership and provided for means of addressing those issues. The Conference was centered around the keynote address of Paul "Chip" L. Lion, III, Chair of the ABA Business Law Section, but the majority of the Conference focused on how we, as members of the Executive Committee of the Business Law Section, could better serve you and the interests of the Mississippi Bar. The Conference was divided into the following topics: (1) Membership recruitment, involvement and outreach; (2) Developing and delivering substantive law content; (3) Interactive roundtable discussions (focused on local issues); and (4)

ABA resources available to other bar organizations.

**Membership Recruitment, Involvement and Outreach.** This portion of the Conference was a panel discussion that shared ideas and initiatives which have been helpful in recruiting new members, increasing membership engagement and promoting continued membership. An issue of focus was on getting lawyers involved during the early stages of their careers. If you weren't aware, for the last several years the Business Law Section has become more involved with both Mississippi College and the University of Mississippi law schools. There are many advantages to this outreach but, for purposes of recruitment, it allows us to reach prospective members before they graduate from law school and are admitted to the Bar. Obviously, there are other means of recruitment including value and content which were addressed in other portions of the Conference.

**Developing and Delivering Substantive Law Content.** As noted at the Conference, one of the most valuable assets that the Business Law Section provides to you as a member is substantive content. We presently offer to our members several opportunities to obtain substantive content including, but not limited to, publication of The Mississippi Business Law Reporter, our annual Legislative Update, and our Ethics CLE. While providing these types of substantive content was addressed, the discussion was also focused on other forms of programming such as webinars and podcasts, as well as the use of other distribution outlets such as social media. Because substantive content is one of the Section's most valuable assets, the Executive Committee is constantly seeking ways to add value to you as a member. Ideally,

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<sup>1</sup> It just so happened that the Cubs were in town and we did manage to stay for a couple of days *after* our official duties were completed. We attended the Cubs vs. Brewers game and enjoyed our time in Wrigleyville but they were mercilessly beaten by the Brewers 6-1. There was at least one Cardinals fan in attendance, who didn't appear to be too upset at the outcome.

we will produce and provide for other means of accessible substantive content in the future, including those discussed at the Conference. Of course, if you have any suggestions or requests we are always willing to entertain them.

**Roundtable Discussions.** The interactive roundtable discussions allowed us to interact with other business bar leaders across the country and discuss issues common to all of us. While I was not surprised, I discovered that our Section does a very good job compared to other state and local business law sections. For a state that some outsiders believe is “behind the times,” based on the feedback from other participants, I learned that our section was as strong financially, relatively speaking, and as progressive as any section in the country. I attribute much of this to our current and past Section leadership, including Stan Smith and Jimmy Milam, as well as René Garner. Many of the participants thought that our programs, especially the Legislative Update and our program involvement with law school faculty and students, were very progressive and were going to consider adopting similar programs for themselves. I was also exposed to the ideas of others which I plan to discuss with the other members of the Executive Committee to see if they are suitable for our Section.

**ABA Resources Available.** The final portion of the Conference relative to our Section focused ABA resources available to state and local Bar Associations. While most of the content was directed at Bar leadership, they did direct our attention to other resources available to both members and non-members of the ABA, most of which can be found on the ABA’s website at [www.americanbar.org](http://www.americanbar.org). For additional information, I encourage you to visit the website.

As a Section member, hopefully our attendance at the Conference will benefit you through the added value of improved substantive content that is more easily accessible. I believe that I have a much better understanding of what my role as a leader of the Section should be and I hope to implement many of these ideas for you. I look forward to serving as your Chair in the upcoming year and hope that you can make it to The Mississippi Bar’s Annual Meeting next month in Sandestin, Florida. If you have suggestions or would like to become more involved with the Business Law Section of the Bar, or know someone who would, please contact me at [jbaiiley@maynardcooper.com](mailto:jbaiiley@maynardcooper.com) or Rene Garner at [rgarner@msbar.org](mailto:rgarner@msbar.org).



Dean of MC School of Law Wendy B. Scott (left) and Drew Snyder (right), Executive Member of the Business Law Section, are shown with MC Law student Andrew Norwood (center). Andrew was the recipient of a \$1,000 scholarship from the Business Law Section of the Mississippi Bar.



On the left, University of Mississippi School of Law student, Justin Sumrall, is shown with Jimmy Milam, Business Law Section Chair. Justin was the recipient of a \$1,000 scholarship from the Business Law Section of the Mississippi Bar

## Contributors to this Issue



### Rodger H. Wilder

Rodger, a native of Pontotoc MS and a graduate of Mississippi State University and The University of Mississippi School of Law, has been a resident of the Gulf Coast for more than 35 years. Rodger is a Partner with Balch & Bingham LLP and has extensive experience in corporate, commercial, public utility and real estate issues, both from transactional and litigation perspectives. Additionally, he has served on and held leadership positions in many professional and civic organizations including the Harrison County, Mississippi, Fifth Circuit and American Bar Associations, serving as President of the Mississippi Bar in 2008-09. Currently, he is serving as Co-chairperson of Mississippi's

Access to Justice Commission and is President & CEO of the Gulf Coast Community Foundation. Rodger is married to Ruthie and a proud father and grandfather with two sons and two grandsons.

### Sally Burchfield Doty

Senator Sally Doty was elected to the Mississippi Legislature in 2011, representing District 39 – Lincoln, Lawrence, Copiah & Walthall Counties, and serves as Vice-Chair of the Senate Judiciary and Public Property committees. She is also a member of the Finance, Business and Financial Institutions, and Economic Development committees. Additionally, Doty serves as the Lt. Governor's legislative liaison to PERS, the State Retirement Board which oversees approximately 22 billion dollars in net assets. Senator Doty practiced with Allen, Allen, Breeland, & Allen, in Brookhaven and also served as the Director of Legal Writing at Mississippi College School of Law. In 2013, she completed a summer program at the Harvard Kennedy School of Government. She is a graduate of Mississippi College School of Law and Mississippi University for Women. She is the proud Mother of three teenagers - Ellen, Sarah, and Ben.



### Jason Wilton Bailey



Jason is an Associate and member of the Real Estate practice at Maynard Cooper & Gale located in Birmingham, AL. His practice focuses on real estate transactions; business transactions and planning (including entity formation, business sales and purchases, mergers and acquisitions); federal, state, and local taxation; and estate planning and probate. Prior to his career as an attorney, he worked at a certified public accounting firm and was a Co-Owner/President of Southern Coffee Company, a family-owned company started by his late father. Before joining Maynard Cooper, Jason worked in the Olive Branch, MS office of Jones Walker. He has been recognized by Mid-South Super Lawyers as a "Rising Star" in Real Estate every year since 2013. He was also named "Top 40 Under 40" by the Mississippi Business Journal.



## About the Editor



### Mary A. Nichols

Mary A. Nichols joined Hancock Bank, Gulfport Mississippi, in 2003 where she is presently serving as Corporate Counsel. A native of Bay Springs, MS, Mary obtained a degree in Marketing from Florida State University in 1975, a Bachelor's in Music from Mississippi College in 1980 and her Juris Doctorate from the University of Mississippi, College of Law, in 1990. Prior to joining Hancock Bank, Mary clerked for Circuit Judge Stephen Simpson and was associated with the law firm of Page, Mannino, Peresich and McDermott in Biloxi, MS. Mary is a member of St. Mark's Episcopal Church, Gulfport MS, where she presently serves on the Vestry and as a Lay Eucharistic Minister.

### ∞ DISCLAIMER ∞

**The Mississippi Business Law Reporter is a publication of The Business Law Section of The Mississippi Bar. The Reporter is intended to provide general information of interest to lawyers involved in Mississippi's business law community, and nothing contained herein should be construed as legal advice.**

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**The views and opinions expressed in the articles published in The Mississippi Business Law Reporter are the authors' only and are not to be attributed to the Editor, the Business Law Section, or The Mississippi Bar unless expressly stated. Authors are responsible for the accuracy of all citations and quotations.**

## How to Contribute to the Reporter

Persons interested in submitting news, a proposal, or an article for publication in The Mississippi Business Law Reporter should submit it by e-mail to the editor Mary A. Nichols at [mary.nichols@hancockbank.com](mailto:mary.nichols@hancockbank.com). All news, proposals and articles are subject to review and approval by the Editor and Section Leadership.

When submitting an article, the article should be the original work of the author and must not have been previously published (unless proof of consent to reproduction can be provided). Articles shall not, to the best of the author's knowledge, contain anything which is libelous, illegal, or otherwise infringes upon anyone's copyright or other rights. Authors are responsible for the accuracy of all citations and quotations.

Articles should be arranged in the following order: (i) article title, (ii) author's name, (iii) acknowledgement of assistance, if applicable or desired, and (iv) text of the article. All contributions should be submitted in MS Word format.

A short biographical statement should also be provided at the time the article is submitted. The statement should include, at a minimum, the author's (i) current position, (ii) practice areas, (iii) professional affiliations. A head and shoulder photograph of the author(s) in color is requested but not required.



## **Section News & Announcements – Save the Date(s)**

### ***2015 Annual Meeting and Summer School July 6-11***

The 2015 Summer School for Lawyers will be held at the Linkside Conference Center in Sandestin Resort July 6-8. The 2015 Annual Meeting will be held at the Sandestin Hilton July 9-11.

### ***CLE Seminar at Bar Convention July 9, 10 a.m.***

The Business Law Section will be holding a meeting and CLE seminar at the 2015 Bar Convention in Sandestin, Florida. The meeting is scheduled for Thursday, July 9, 2015, from 10 a.m. through 12 noon.

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## Section Leadership

### Chair

#### **James T. Milam**

Milam Law P.A.  
P. O. Box 1128  
Tupelo, MS 38802-1128  
Phone: (662) 205-4851  
Fax: (888) 510-6331  
Email: [jtm@milamlawpa.com](mailto:jtm@milamlawpa.com)

### Vice-Chair

#### **Jason W. Bailey**

Maynard Cooper & Gale PC  
1901 Sixth Avenue North  
2400 Regions Harbert Plaza  
Birmingham AL 35203-2618  
Phone: (205) 254-1986  
Fax: (205) 714-6361  
Email: [jbailey@maynardcooper.com](mailto:jbailey@maynardcooper.com)

### Secretary/Treasurer

#### **Tammra Cascio**

Gulf Guaranty Life  
P. O. Box 12409  
Jackson, MS 39236  
Phone: 601-981-4920  
Fax: (601) 981-3402  
Email: [tammra@gulfguaranty.com](mailto:tammra@gulfguaranty.com)

### Past Chair

#### **Stanley Q. Smith**

Jones Walker  
P. O. Box 427  
Jackson, MS 39205-0427  
Phone: (601) 949-4863  
Fax: (601) 949-4804  
Email: [ssmith@joneswalker.com](mailto:ssmith@joneswalker.com)

### Member-At-Large

#### **Drew L. Snyder** (8/2013 – 7/2016)

Deputy Counsel Office of Governor Phil Bryant

P.O. Box 139  
Jackson, MS 39205  
Phone: (601) 576-2902  
Fax:  
Email: [Drew.Snyder@governor.ms.gov](mailto:Drew.Snyder@governor.ms.gov)

### Member-At-Large

#### **Ryan L. Pratt** (8/2012–7/2015)

Pratt Law Firm PLLC  
574 Highland Colony Pkwy, Suite 320P  
Ridgeland, MS 39157  
Phone: (601) 707-9480  
Fax: (601) 856-0901  
Email: [ryanpratt@prattlawfirm.net](mailto:ryanpratt@prattlawfirm.net)

### Member-At-Large

#### **Neal Wise**

Jones Walker  
P. O. Box 427  
Jackson, MS 39205-0427  
Phone: (601) 949-4631  
Fax: (601) 949-4804  
Email: [nwise@joneswalker.com](mailto:nwise@joneswalker.com)

### Business Law Reporter Editor

#### **Mary A. Nichols**

Hancock Bank  
P.O. Box 4019  
Gulfport MS 39502-4019  
Phone: (228) 563-5756  
Fax: (228) 563-5759  
Email: [mary.nichols@hancockbank.com](mailto:mary.nichols@hancockbank.com)

### A Special Thank You

#### **Rene' Garner**

Section and Division Coordinator  
Phone: (601) 355-9226  
Fax: (601) 355-8635  
Email: [rgarner@msbar.org](mailto:rgarner@msbar.org)

**The Business Law Section  
of the Mississippi Bar has a  
listserv.**



**As a member of the  
Business Law Section you  
are automatically a member  
of the listserv.**

**To send a message to the  
following listserv email address:**

**[BusinessLaw@listbox.com](mailto:BusinessLaw@listbox.com)**

## LISTSERV RULES AND ETIQUETTE

### TO MB LISTSERVE PARTICIPANTS:

Please review the listserve rules, etiquette and legal disclaimer below. This email is forwarded to participants on all MB listserves on a periodic basis to remind everyone of the rules and etiquette of MB listserves.

### Listserve Rules and Etiquette

By joining and using The Mississippi Bar's listserves, you agree that you have read and will follow the rules and guidelines set for this listserve. You also agree to reserve list discussions for topics intended for discussion on this listserve.

As with any community, there are guidelines governing behavior on the listserves. Please take a moment to acquaint yourself with these important guidelines. MB reserves the right to suspend or terminate membership on all lists for members who violate these rules.

- **When sending messages use a meaningful subject line.** State concisely and clearly the specific topic of the comments in the subject line. This is a time-saver for all participants. Listserve participants will know if something can wait. Also, if they are not interested in the subject matter they can delete the message.
- **Do not post commercial messages.** The cyberspace term for this is "spamming". Contact people directly with products, programs and services that you believe would be of interest to them.
- **Stick to the topics intended for discussion on the listserve.**
- **Be polite, professional and civil.** Do not challenge or attack others. The discussions on MB listserves are meant to stimulate conversation, not to create contention. If you have a conflict with an individual, please settle it by private email.
- **Include a signature tag on all messages.** Include your name, affiliation, location, and e-mail address. Include only the relevant portions of the original message in your reply, delete any header information, and put your response before the original posting.
- **Warn other list subscribers of lengthy messages.** Either in the subject line or at the beginning of the message body with a line that says "Long Message."
- **Do not post anything you do not want to be seen in public.** Remember that e-mail is very easily forwarded and reproduced and can show up anywhere. Do not post anything in a listserve message that you would not want the world to see or that you would not want anyone to know came from you.
- **All defamatory, abusive, profane, threatening, offensive, or illegal materials are strictly prohibited.**
- **Don't send meaningless messages with no content.** Messages such as "thanks for the information" or "me, too" to individuals--not to the entire list. Do this by using your e-mail application's forwarding option and typing in or cutting and pasting in the e-mail address of the individual to whom you want to respond.
- **Do not send administrative messages through the listserve.** Messages such as "remove me from the list", should be directed to Rene' Garner at [rgarner@msbar.org](mailto:rgarner@msbar.org)
- **Use caution when discussing products.** Information posted on the listserve is available for all to see, and comments are subject to libel, slander, and antitrust laws.
- **Use virus detection/protection software.** Make sure you have and use virus detection/protection software on your PC. If you receive a email that has a virus please post a message to the listserve immediately with "WARNING VIRUS" in the subject line followed by an explanation.

- **Do not send attachments through MB Listserves.** Many virus are spread by way of attachments. If you wish to send an attachment to someone please email directly and DO NOT POST to listserve .

#### **Disclaimer and Legal Rules**

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Do not post any defamatory, abusive, profane, threatening, offensive, or illegal materials. Do not post any information or other material protected by copyright without the permission of the copyright owner. By posting material, the posting party warrants and represents that he or she owns the copyright with respect to such material or has received permission from the copyright owner. In addition, the posting party grants MB and users of this list the nonexclusive right and license to display, copy, publish, distribute, transmit, print, and use such information or other material.

Messages should not be posted if they encourage or facilitate members to arrive at any agreement that either expressly or impliedly leads to price fixing, a boycott of another's business, or other conduct intended to illegally restrict free trade. Messages that encourage or facilitate an agreement about the following subjects are inappropriate: prices, discounts, or terms or conditions of sale; salaries; profits, profit margins, or cost data; market shares, sales territories, or markets; allocation of customers or territories; or selection, rejection, or termination of customers or suppliers.

**MB does not actively monitor the site for inappropriate postings and does not on its own undertake editorial control of postings. However, in the event that any inappropriate posting is brought to MB's attention, MB will take all appropriate action.**

**MB reserves the right to terminate access to any user who does not abide by these guidelines.**