



GOVERNANCE OF PRIVATELY-HELD CORPORATIONS AND LIMITED LIABILITY COMPANIES

Tuesday, September 12, 2017

4:00 p.m. to 6:00 p.m.

Reception to follow

Rutgers Law School | Center for Law and Justice | 123 Washington Street | Newark, NJ 07102

While the bulk of law and legal commentary focuses on the issues faced by stakeholders of publicly held corporations, most businesses in America are actually privately-held. This program will examine privately-held corporations and limited liability companies, their governance and the rights and responsibilities of shareholders, members, directors and managers in those entities. We will consider questions such as: How does a Member or Manager's fiduciary duty of care under the New Jersey Revised Uniform Limited Liability Company Act compare to the duty under the Delaware Limited Liability Company Act and under corporate law? How do the duties of care and loyalty, and the contractual obligation of good faith and fair dealing under New Jersey's RULLCA and Delaware's LLCA, compare with the fiduciary duties owed by shareholders in the privately-held corporation? How do they compare with the duties under New Jersey's former LLC law? What are the rights and remedies of oppressed minority shareholders of privately-held corporations? Of oppressed minority members of LLCs? What are the key ethical issues faced by counsel of privately-held corporations and LLCs?

This program is sponsored by Rutgers Center for Corporate Law and Governance in collaboration with CLE Rutgers Institute for Professional Education.

Speakers:

Mark R. Decker | Senior Vice President and
General Counsel | The Connell Company

Andrew L. Rossner | Associate Dean for
Professional and Skills Education and
Practice Professor of Law | Rutgers Law School

Denise Walsh | Member | Saiber LLC

Catherine G. Dearlove | Director | Richards, Layton &
Finger, P.A.

Moderator:

Jeffrey M. Shapiro | Partner | Lowenstein Sandler LLP

Registration Fee: \$50 or free for guests who do not want CLE credit with promo code **NOCLE367**

CLE: NJ: 2.2 | NY: 2.0 | PA: 1.5

NJ CLE Information: This program has been approved by the Board on Continuing Legal Education of the Supreme Court of New Jersey for 2.2 hours of total CLE credit.

Register at rutgerscle.com