

ACCOUNTABILITY
AFTER CITIZENS UNITED

FRIDAY, APRIL 29, 2011
THE GREENE SPACE

BRENNAN CENTER
FOR JUSTICE

at New York University School of Law

ABOUT THE BRENNAN CENTER FOR JUSTICE

The Brennan Center for Justice at New York University School of Law is a non-partisan public policy and law institute that focuses on the fundamental issues of democracy and justice. Our work ranges from voting rights to campaign finance reform, from racial justice in criminal law to presidential power in the fight against terrorism. A singular institution— part think tank, part public interest law firm, part advocacy group—the Brennan Center combines scholarship, legislative and legal advocacy, and communications to win meaningful, measurable change in the public sector.

ABOUT THE BRENNAN CENTER'S DEMOCRACY PROGRAM

From its beginning fifteen years ago, the Brennan Center's Democracy Program has been a leading intellectual and legal force for strong and effective campaign laws. In 2003, we were co-lead counsel successfully defending BCRA in *McConnell v. FEC*. Last month, we were co-lead counsel defending the Arizona Clean Elections law in *McComish v. Bennett*. In addition to the merits briefs defending the law, we enlisted seventeen amicus briefs in support of public financing. As you know, the U.S. government argued on behalf of Arizona's law as amicus curiae. We also defended the Maine public financing law on a procedural appeal to the Supreme Court, and the Connecticut Clean Elections system in the Green Party case.

We have launched a new jurisprudential movement for a vision of the First Amendment that promotes meaningful elections and reflects the rights of voters. We released *Money, Politics and the Constitution: Beyond Citizens United*, the first major book to assess the constitutional way forward. Authors include Yale Law Dean Robert Post, NYU professors Samuel Issacharoff, Rick Pildes and Burt Neuborne, University of Chicago's Geoffrey Stone, and the Brennan Center's Monica Youn.

Our report *Corporate Campaign Spending: Giving Shareholders a Voice* was published just weeks after *Citizens United*. It argues that in the wake of the court's decision, corporate and securities laws need to be adjusted to give shareholders more transparency and accountability about corporate political spending. Also, together with Justice at Stake, we published *The New Politics of Judicial Elections*, a ten-year report showing that campaign spending in state Supreme Court races doubled over a decade. Justice Sandra Day O'Connor wrote the foreword. Other publications over the past year include *Small Donor Matching Funds: The NYC Election Experience*, *Transparent Elections After Citizens United*, and a new edition of *Writing Reform*, a campaign finance treatise for state and local advocates.

ACKNOWLEDGEMENTS

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Thank you to Nikki Johnson and the wonderful staff of New York Public Radio for all of your assistance in planning today's symposium. And a special thank you to the Brennan Center Board of Directors for their continued guidance and support, as well as all of today's panelists.

A LETTER FROM THE EXECUTIVE DIRECTOR

Over a year has passed since the Supreme Court handed down *Citizens United v. FEC*. Already we saw its early impact in the 2010 mid-term federal election. It was not surprising that so much money was spent; what was surprising was how secretive the spending was. Money talked, but it refused to leave its name. This trend is only likely to grow in the 2012 election, with the presidency at stake.

Stalemate among the political parties stymie federal legislative reforms. Those who care about change must look beyond the halls of Congress—to administrative agencies, executive orders and litigation. We started this conversation in 2010 at our symposium analyzing the future of constitutional jurisprudence after *Citizens United*. Today we take a next step to seek policy solutions beyond the campaign finance laws.

Today's symposium brings together some of the nation's top constitutional scholars and legal practitioners—from regulatory law to corporate law to the academy—seeking to identify strategic pressure points to restore accountability after *Citizens United*. We will explore the debate between shareholders and corporate managers over corporate political spending; new regulatory, litigation, and grassroots strategies to promote accountability; and the constitutional tensions between the rights of associations and the rights of individuals.

We are thrilled that you can join us today, as we continue to build a legal movement to restore accountability to American politics.

Sincerely,

A handwritten signature in black ink that reads "Michael Waldman". The signature is fluid and cursive, with a long horizontal stroke at the end.

Michael Waldman
Executive Director

AGENDA

- 9:00 am BREAKFAST AND REGISTRATION
- 9:30 am OPENING REMARKS: Michael Waldman *Brennan Center for Justice*
- 9:45 am KEYNOTE: Hon. Cynthia L. Bauerly *Federal Election Commission*
- 10:30 am CAN SHAREHOLDERS SAVE DEMOCRACY?
- Moderator** Ciara Torres-Spelliscy *Brennan Center for Justice*
- Panelists** Former Chancellor William T. Allen *NYU Center for Law and Business*
Professor John Coates *Harvard Law School*
Professor Robert Jackson *Columbia Law School*
Professor Jennifer Taub *University of Massachusetts/Vermont Law School*
- 12:00 pm LUNCH
- 12:45 pm LUNCHTIME REMARKS: Charlie Kolb *Committee on Economic Development*
- 1:30 pm REGULATORY PRESSURE POINTS: NEW STRATEGIES FOR ACCOUNTABILITY
- Moderator** Mimi Marziani *Brennan Center for Justice*
- Panelists** Professor Ellen Aprill *Loyola Law School*
Marc Elias *Perkins Coie*
Bruce Freed *Center for Political Accountability*
Holly Schadler *Trister, Ross, Schadler & Gold, PLLC*
- 3:00 pm COFFEE BREAK
- 3:15 pm THE FIRST AMENDMENT RIGHTS OF ASSOCIATIONS AND INDIVIDUALS
- Moderator** Mark Ladov *Brennan Center for Justice*
- Panelists** Professor Frances Hill *University of Miami*
Dale Ho *NAACP LDF*
Professor Glenn Magpantay *AALDEF/Hunter College*
Professor Daniel Ortiz *University of Virginia*
Professor Tobias Wolff *University of Pennsylvania*
- 4:30 pm CLOSING REMARKS: Sanford Lewis *Strategic Counsel on Corporate Accountability*
- 4:45 pm COCKTAIL RECEPTION

Over a year has passed since the Supreme Court handed down *Citizens United v. FEC*, which stripped away basic safeguards against the influence of money in our politics. Even as the 2010 elections were flooded with secret money, basic responses to *Citizens United* were mired in partisan gridlock. Critically, voters, shareholders, and interest groups need to explore and develop new strategies for reform. This symposium, “Accountability After *Citizens United*,” explores various strategic “pressure points” across a number of institutional contexts: corporate governance structures, regulatory bodies, executive agencies, and interest groups. Our diverse group of speakers includes the Chair of the Federal Election Commission, a former Delaware judge, groundbreaking academics, public interest advocates and leaders from the bar. We hope that this gathering will be a way to cross-pollinate the most effective strategies to restore accountability to our democracy.

PANEL I: CAN SHAREHOLDERS SAVE DEMOCRACY?

Moderated by Ciara Torres-Spelliscy, with panelists William T. Allen, John Coates, Robert Jackson, Jennifer Taub

Citizens United raises a host of policy questions about the future structure of state corporate and federal securities laws. The decision treated all corporations—ranging from one-person S-corporations, to nonprofits, to multinational business corporations—as one and gave them all the same constitutional right to purchase political ads. But this treatment of different entities as if they are comparable may lead to unforeseen consequences. This tension is most apparent when publicly traded corporations are considered, because beneficial ownership and day-to-day management are divided and agency problems are likely to arise. How will the mechanisms of corporate democracy mesh with the new right of corporations to engage in broader democratic discourse? We will explore some of the corporate and securities law issues raised by *Citizens United*.

PANEL II: REGULATORY PRESSURE POINTS: NEW STRATEGIES FOR ACCOUNTABILITY

Moderated by Mimi Marziani, with panelists Ellen Aprill, Marc Elias, Bruce Freed, Holly Schadler

Despite the public’s anger at the new flood of dark money targeting our elections, Congress has failed to enact any reform. Indeed, there is little hope that our hyper-partisan and perpetually-gridlocked Congress will soon address the systems’ failings—particularly as the 2012 election season nears. Accordingly, this panel will identify non-legislative, strategic pressure points to facilitate enhanced accountability of political spending. We will discuss plans to use the administrative rule-making processes at the Internal Revenue Service, the Federal Election Commission, and the Federal Communications Commission to give voters more salient information about political spending.

PANEL III: THE FIRST AMENDMENT RIGHTS OF ASSOCIATIONS AND INDIVIDUALS

Moderated by Mark Ladov, with panelists Frances Hill, Dale Ho, Glenn Magpantay, Daniel Ortiz, Tobias Wolff

Justice Kennedy’s majority opinion in *Citizens United* relies on his definition of corporations as “associations of citizens” protected by the First Amendment. Yet *Citizens United* fails to consider the nature of associational rights in any meaningful way. This panel will consider the Supreme Court’s recent jurisprudence on associational rights, in order to understand and challenge the Court’s assumptions about the role of associations in democratic politics. For example, has the Court adequately protected the rights of an association’s members? What First Amendment rules are needed to ensure that corporations and other associations remain accountable to their members—and the public at large? Should different forms of association (such as unions, for-profit corporations and ideological non-profits) be governed by the same First Amendment rules? And most important: Can we steer this Court’s jurisprudence toward a more progressive and democratic understanding of the rights of individuals and the rights of associations in American politics?

KEYNOTE SPEAKER: HON. CYNTHIA L. BAUERLY



Cynthia L. Bauerly is the Chair of the Federal Election Commission for 2011. She served as the Commission's Vice Chair for the year 2010. Commissioner Bauerly has been a member of the Federal Election Commission since 2008.

Prior to her appointment to the Commission, Ms. Bauerly served as Legislative Director for U.S. Senator Charles E. Schumer of New York where she managed policy staff, implemented the legislative agenda, and advised the Senator on floor strategy, campaign finance and ethics policy. She previously served as counsel on the Senate Judiciary and Rules Committees focusing on election reform, campaign finance, technology, telecommunications, intellectual property, antitrust law, legal process reform, immigration, and ethics.

Commissioner Bauerly has also worked in private practice in Minnesota and Washington specializing in complex litigation and appellate law, with a focus on intellectual property. She previously served as a judicial clerk for the Honorable Florence-Marie Cooper of the U.S. District Court for the Central District of California and the Honorable Theodore R. Boehm of the Indiana Supreme Court.

Originally from Saint Cloud, Minnesota, Commissioner Bauerly graduated *cum laude* from Indiana University School of Law-Bloomington and received a Master of Public Affairs from Indiana University's School of Environmental and Public Affairs. Ms. Bauerly is a *summa cum laude* graduate of Concordia College in Moorhead, Minnesota.

PANELISTS AND SPEAKERS

WILLIAM T. ALLEN

New York University Center for Law and Business



William T. Allen holds the Jack H. Nusbaum Chair in Law and Business at NYU's Stern School of Business. He is also the Director of the NYU Center for Law and Business, a joint venture between Stern and the NYU School of Law. Before joining the faculty, Allen served as chief judge of the Court of Chancery of the State of Delaware. Chancellor Allen teaches corporate law at Stern.

Chancellor Allen's primary research areas of interest are corporate law, mergers and acquisitions, and securities law. He has been published in numerous journals including *University of Chicago Law Review*, *Northwestern Law Review*, *New York University Law Review* and the *American Bar Association's Business Lawyer*. As a judge, Professor Allen wrote more than 500 judicial opinions on a broad range of legal questions. Before joining NYU Stern, Chancellor Allen served as Raben Fellow at Yale University Law School. Chancellor Allen also taught at Stanford Law School, and was an adjunct professor at the University of Pennsylvania Law School.

Chancellor Allen received his B.S. from NYU, his J.D. from the University of Texas and the Honorary Doctor of Laws degree from the Dickinson Law School.

ELLEN APRILL
Loyola Law School

Ellen Aprill holds the John E. Anderson Chair in Tax Law at Loyola Law School. Since joining the Loyola faculty in 1989, she has taught classes on individual income tax, partnership tax, corporate tax, estate and gift tax, employee pensions and benefits, exempt organizations, and trusts and wills.

Professor Aprill is a Fellow of the American College of Tax Counsel; a member of the American Law Institute; and the Vice Chair of Communications for the American Bar Association Section of Taxation. Her publications consider federal tax law, the legislative process, and statutory interpretation, with an emphasis on tax policy, exempt organizations and governmental entities.



Professor Aprill served as a law clerk to the Honorable John Butzner of the U.S. Court of Appeals for the Fourth Circuit and to the Honorable Byron R. White, Associate Justice, U.S. Supreme Court. She then practiced for several years with the law firm of Munger, Tolles & Olson in Los Angeles and spent two years in the Office of Tax Policy in the U.S. Department of the Treasury in Washington, D.C.

Professor Aprill received her A.B. with High Honors and Distinction from University of Michigan, her M.A. from the University of California at Los Angeles, and her J.D. *magna cum laude* from Georgetown University Law Center. While in law school, she was an Articles Editor of the *Georgetown Law Journal*.

JOHN C. COATES IV
Harvard Law School



John C. Coates IV is the John F. Cogan Jr. Professor of Law and Economics at Harvard Law School. Professor Coates joined the Harvard faculty in 1997 after private practice at the New York law firm of Wachtell, Lipton, Rosen & Katz, where he was a partner specializing in mergers and acquisitions, corporate and securities law, and the regulation of financial institutions, including mutual funds.

Professor Coates teaches courses on mergers and acquisitions, financial institutions regulation, contracts, corporations, and the legal profession. His current research at Harvard includes empirical studies of the purchasing of legal services by S&P 500 companies, the regulation and taxation of mutual funds, the causes and consequences of the completion or failure of mergers and acquisitions transactions, and the causes and effects of CEO and CLO turnover.

Professor Coates' publications include *The Downside of Judicial Restraint: The (Non-) Effect of Jones v. Harris*, 6 Duke J. of Constitutional Law and Public Policy 58 (2010); *Reforming the Taxation and Regulation of Mutual Funds: A Comparative Legal and Economic Analysis*, 1 J. Legal Anal. 591 (2009); *Lowering the Cost of Bank Recapitalization*, 26 Yale J. Reg. 373 (2009); *Competition and Shareholder Fees in the Mutual Fund Industry: Evidence and Implications for Policy*, 33 J. Corp. L. 151 (2007); and *The Goals and Promise of the Sarbanes-Oxley Act*, 21 J. Econ. Persp., 91 (2007).

MARC ELIAS
Perkins Coie

Marc Elias is a partner at Perkins Coie and chair of the firm's Political Law Practice. Mr. Elias focuses his practice on representing public elected officials, candidates, parties, corporations and PACs in connection with campaign finance, governmental ethics, lobbying disclosure, and white-collar criminal defense matters.

Mr. Elias' clients include the Democratic Senatorial Campaign Committee and numerous U.S. Senators, Representatives, and Governors and their campaigns. Mr. Elias also represents national non-profit organizations, prominent lobbying firms, Am Law 100 law firms, Fortune 500 corporations and individuals in matters related to campaign finance, lobbying disclosure, government ethics, and internal and governmental investigations.



Mr. Elias served as lead counsel for Senator Al Franken in the 2008 Minnesota Senate election recount and contest—the largest recount and contest in American history. He successfully argued the case before the Minnesota State Supreme Court that resulted in a unanimous decision affirming that Franken had received the highest number of votes legally cast in the 2008 general election for United States Senator. In 2010 he successfully represented Governor Mark Dayton in the Minnesota Governor's recount, including a successful argument in the state Supreme Court. In 2004 he served as General Counsel to the Kerry-Edwards presidential campaign. He served in that same capacity for Chris Dodd for President during the 2008 primary campaign.

BRUCE F. FREED

Center for Political Accountability



Bruce F. Freed is founder and president of the Center for Political Accountability (CPA) in Washington, D.C., a 501(c)(3) organization whose mission is to bring transparency and accountability to corporate political spending. CPA has pioneered the examination of corporate political spending and the risk it poses to companies and shareholders. As a result of its efforts, 80 large companies, including more than half of the S&P 100, have adopted political disclosure.

In his work with CPA, Mr. Freed has drawn on his more than 30 years of experience in journalism, Congress, and strategic public affairs. He has been a columnist and a commentator on public radio on business and politics.

For a decade, Mr. Freed served as chief investigator for the U.S. Senate Committee on Banking, staff director of a U.S. House of Representatives subcommittee, and senior aide to members of the House leadership. He began his career as a journalist with the *Baltimore Sun*, *Congressional Quarterly*, and the *Wall Street Journal*.

Mr. Freed received a B.A. in History from the University of Chicago, and an M.A. in American Studies from Brandeis University. He was a co-author of The Conference Board's *Handbook on Corporate Political Activity* and has authored articles in the *Financial Times*, *Huffington Post*, *BusinessWeek*, *Directors Monthly* and *Executive Counsel*.

FRANCES HILL

University of Miami School of Law

Frances R. Hill is a Professor at the University of Miami School of Law, where she teaches courses in constitutional law and tax law. She writes on a wide range of issue relating to tax-exempt entities, as well as on constitutional issues relating to elections and campaign finance. She has been actively involved in campaign finance reform, a topic on which she has testified before Congress and the Federal Election Commission.



Professor Hill has also taught comparative politics in the Department of Government at the University of Texas at Austin, and practiced with Jones Day in the Washington, D.C. and London offices, where she specialized in tax.

Professor Hill previously participated in the Brennan Center's 2010 symposium on the jurisprudence of money in politics, and is the author of "Nonparticipatory Association and Compelled Political Speech: Consent as a Constitutional Principle in the Wake of Citizens United," a chapter of the Brennan Center's new publication, *Money, Politics and the Constitution: Beyond Citizens United*.

Professor Hill earned a B.A. *summa cum laude* in International Relations from the University of Denver, an M.A. in African history and politics from the University of Birmingham, England, where she was a Fulbright Fellow, a Ph.D. in Government from Harvard University, and a J.D. from Yale Law School.

DALE HO
NAACP Legal Defense and Education Fund, Inc.



Dale Ho is Assistant Counsel at the NAACP Legal Defense and Educational Fund, Inc. (LDF). His work in the Political Participation Group at LDF includes litigation under the Voting Rights Act, felon disfranchisement, prison-based gerrymandering, and barriers to registration.

Prior to this position, Mr. Ho was the LDF Fellow at Fried, Frank, Harris, Shriver & Jacobson LLP, where he litigated complex commercial matters and federal civil rights cases.

Mr. Ho previously served as a Law Clerk, first to Judge Barbara S. Jones, U.S. District Court for the Southern District of New York, and then to Judge Robert S. Smith, New York Court of Appeals. His writings have appeared or are forthcoming in the *Florida Law Review*, *Harvard BlackLetter Law Journal*, *Stanford Law & Policy Review*, and *William & Mary Bill of Rights Journal*.

Mr. Ho received his J.D. from Yale Law School, and graduated from Princeton University with an A.B. in Political Philosophy, Highest Honors.

ROBERT J. JACKSON, JR.
Columbia Law School

Robert J. Jackson, Jr. is Associate Professor of Law at Columbia Law School, where his research projects emphasize the empirical study of corporate governance.

Professor Jackson previously served as an advisor on executive compensation and corporate governance to senior officials at the U.S. Department of the Treasury and as Deputy Special Master for TARP Executive Compensation. Prior to joining Treasury, he practiced in the Executive Compensation Department at Wachtell, Lipton, Rosen & Katz.



Professor Jackson's work has been the subject of rulemaking commentary before several federal agencies, including the Securities and Exchange Commission. His most recent project, which he developed during his tenure as Terence M. Considine Research Fellow in Law and Economics and a Fellow at the Harvard Law School Program on Corporate Governance, provides the first comprehensive study of executive compensation in firms owned by private equity investors.

Professor Jackson served as a Law Clerk to the Honorable Amalya L. Kears on the U.S. Court of Appeals for the Second Circuit, and as Articles Co-Chair of the *Harvard Law Review*. He received his J.D. from Harvard Law School; an M.A. in Public Policy from Harvard's Kennedy School of Government; an M.B.A. from the Wharton School; and a B.A. and B.S. from the University of Pennsylvania, after studying at Pembroke College at Oxford University.

CHARLES KOLB

Committee for Economic Development



Charles Kolb is President of the Committee for Economic Development (CED) located in Washington, D.C. CED is an independent, nonpartisan organization of over 200 business and education leaders dedicated to economic and social policy research and the implementation of its recommendations by the public and private sectors. He has held this position since September 1997.

Prior to joining CED, Mr. Kolb served as General Counsel and Secretary of United Way of America from 1992 to 1997. During nearly ten years of government service before that, he held several senior-level positions, including Deputy Assistant to the President for Domestic Policy (1990-1992); Deputy Under Secretary for Planning, Budget and Evaluation, U.S. Department of Education (1988-1990); Deputy General Counsel for Regulations and Legislation, U.S. Department of Education (1986-1988); and Assistant General Counsel, Office of Management and Budget (1983-1986).

Prior to government service, Mr. Kolb practiced law at two Washington, D.C., law firms: Covington & Burling and Foreman & Dyess. He also was a law clerk to U.S. District Court Judge Joseph H. Young in Baltimore, Maryland.

Mr. Kolb received his undergraduate degree at Princeton University and received a Master's Degree in Philosophy, Politics and Economics at Balliol College, Oxford University. He holds a J.D. from the University of Virginia School of Law where he was Editor-in-Chief of the *Virginia Journal of International Law*. He is also the author of a book on policymaking in the Bush White House and numerous law review and op-ed articles.

MARK LADOV

Brennan Center for Justice

Mark Ladov serves as Counsel for the Brennan Center's Democracy Program. His work focuses on the role of money in politics, and litigation in defense of campaign finance reform measures around the country. Since joining the Brennan Center in November 2010, Mr. Ladov has testified about campaign finance regulations before the New York City Campaign Finance Board, and has spoken about the constitutionality of campaign finance disclosure laws before the National Association of Attorneys General.



Prior to joining the Brennan Center, Mr. Ladov worked as a staff attorney with Queens Legal Services' Foreclosure Prevention Project, where he represented struggling homeowners in litigation, settlement conferences and loan modification negotiations with their mortgage lenders. He has also clerked with the Honorable David G. Trager, District Court Judge for the Eastern District of New York; worked for the ACLU as the William J. Brennan First Amendment Fellow; and worked as a litigation associate at Hughes Hubbard and Reed.

Mr. Ladov holds a B.A. from Wesleyan University, an M.A. in American History from NYU, and a J.D. from the University of Pennsylvania Law School.

SANFORD LEWIS

Strategic Counsel on Corporate Accountability



Sanford Lewis is an attorney and principal of the Strategic Counsel on Corporate Accountability, a consulting firm on legal and communications strategies for encouraging corporate social responsibility and disclosure.

Mr. Lewis's investment-related clients include large investors and small, such as the New York State Common Retirement Fund, NorthStar Asset Management and the Investor Environmental Health Network.

Mr. Lewis is a leading advocate of improved disclosure and accounting on environment and human rights, and lead author of the Rose Foundation's *Fooling Investors and Fooling Themselves: How Aggressive Corporate Accounting and Asset Management Tactics Can Lead to Environmental Accounting Fraud*. He also produces

public interest documentaries including *Off the Books: Environment and Human Rights* and *Twenty Years Without Justice: The Bhopal Chemical Disaster*.

Mr. Lewis has a B.S. in Environmental Studies and Urban Communications from Cook College, Rutgers University, and a J.D. from the University of Michigan Law School.

GLENN D. MAGPANTAY

Asian American Legal Defense and Education Fund

Glenn D. Magpantay Glenn D. Magpantay is the Director of the Democracy Program at the Asian American Legal Defense and Education Fund (AALDEF), where he coordinates AALDEF's voting rights and census programs.

Mr. Magpantay has represented Asian Americans in high profile voting rights cases including *U.S. v. Boston*, which resulted in Boston's first-ever bilingual ballots in Chinese and Vietnamese, and *Chinatown Voter Education Alliance v. Ravitz*, an action under the Language Assistance Provisions (Section 203) of the Voting Rights Act for Chinese and Korean assistance in New York City. He also oversees AALDEF's Asian American Election Projection efforts in fifteen states across the Northeast, Mid-Atlantic, and Midwest. In 2004, he coordinated the nation's largest exit poll of Asian Americans surveying over 11,000 voters in 23 cities.



Mr. Magpantay has published scholarly legal articles, authored a number of reports, and has given commentary to numerous media outlets including the *New York Times*, *USA Today*, *Boston Globe*, CNN, and National Public Radio on the Voting Rights Act, bilingual ballots, redistricting, and Asian American voting patterns and political opinions.

Mr. Magpantay currently teaches a course on Race and the Law at Rutgers School of Law in Newark and a clinical seminar on Individual Rights and Representation at Brooklyn Law School. He attended the State University of New York at Stony Brook, and graduated *cum laude* from New England School of Law in Boston—after being admitted as an affirmative action beneficiary.

MIMI MARZIANI
Brennan Center for Justice



Mimi Murray Digby Marziani serves as Counsel for the Brennan Center's Democracy Program where her work focuses on money in politics and legislative dysfunction. In this role, Ms. Marziani litigates campaign finance cases, plays an active role in the Brennan Center's policy advocacy efforts concerning money in politics, and leads the Center's filibuster reform efforts.

As an expert on the filibuster and campaign finance reform, Ms. Marziani has contributed opinion editorials to *U.S. News and World Report*, *The National Law Journal*, *Politico*, and *The New York Law Journal*, among others, and has been a featured speaker in a range of academic, media and political forums. Notably, in July 2010, she presented at the influential Netroots Nation conference on a panel with Senator Tom Udall (D-NM). She was also invited to testify on the constitutionality of filibuster reform before the Senate Committee on Rules and Administration in September 2010.

Ms. Marziani also serves as an NYU adjunct professor, teaching undergraduate students about the Constitution and public policy at NYU's Wagner School of Public Service. She has also taught undergraduate students about the U.S. Constitution and Supreme Court at NYU's campus in Abu Dhabi, United Arab Emirates.

Prior to joining the Brennan Center, she clerked for Magistrate Judge James C. Francis, IV in the Southern District of New York. Ms. Marziani graduated *cum laude* from NYU School of Law.

DANIEL R. ORTIZ
University of Virginia School of Law

Daniel R. Ortiz has taught since 1985 at the University of Virginia School of Law, where he currently is the John Allan Love Professor of Law and the Edward F. Howrey Professor of Law.

Professor Ortiz has also served as a visiting Professor at the University of Southern California School of Law and at Boalt Hall, the University of California at Berkeley's law school. He specializes in election law, constitutional law, administrative law, and legal theory and has written numerous articles and book chapters and edited several books in these fields. He also serves as co-director of the University of Virginia School of Law's Supreme Court Litigation Clinic.



In 2001, Mr. Ortiz served under Presidents Carter and Ford as Coordinator of the National Commission on Federal Election Reform's Task Force on Legal and Constitutional Issues. He has also chaired the American Bar Association's election law committee (Section of Administrative Law and Regulatory Practice) and advises and represents a variety of parties on issues of constitutional and election law in the courts and in legislatures.

Professor Ortiz received a B.A. from Yale University, a Masters of Philosophy from Oxford University and a J.D. from Yale Law School. He clerked for then-Judge Stephen G. Breyer of the U.S. Court of Appeals for the First Circuit in Boston and for U.S. Supreme Court Justice Lewis F. Powell, Jr.

HOLLY SCHADLER

Trister, Ross, Schadler & Gold, PLLC



Holly Schadler is a partner with Trister, Ross, Schadler & Gold, PLLC in Washington, D.C., and a nationally respected expert on nonprofit tax and political law.

Ms. Schadler represents and counsels many of the nation's largest advocacy organizations, foundations and philanthropic individuals on tax, corporate, lobbying, and campaign-finance issues. In addition, she works with organizations and individuals on compliance with lobbying and ethics laws on the federal and state level, and defends clients facing audits, examinations and complaints by the Internal Revenue Service, the Federal Election Commission and other government bodies. When the IRS challenged the Sierra Club's treatment of royalty income from mailing lists and affinity credit cards, Ms. Schadler litigated the matter for the Sierra Club, from the case's inception through its conclusion with a landmark decision in the Ninth Circuit Court of Appeals.

Ms. Schadler also works with many organizations as an outside general counsel. In this role, she works closely with an organization's leaders to shape programs and craft strategies that achieve the groups' political or policy objectives while minimizing legal risks. Ms. Schadler speaks frequently on nonprofit issues and current developments in tax-exempt law. She is the author of *The Connection: Strategies for Creating and Operating 501(c)(3)s, 501(c)(4)s, and PACs*, published by the Alliance for Justice.

ADAM SKAGGS
Brennan Center for Justice

Adam Skaggs serves as Senior Counsel for the Brennan Center for Justice's Democracy program. He works on a range of issues related to money in politics, judicial independence, and voting rights.

His political commentary has been published in the *National Law Journal*, *The New Republic* and *U.S. News and World Report*, among other publications, and he has been widely quoted by media including *The New York Times*, *Wall Street Journal*, *USA Today*, *Fox News*, *CNN*, *NPR*, and MSNBC's *Rachel Maddow Show*.

Before joining the Brennan Center, he was a litigator at Paul, Weiss, Rifkind, Wharton & Garrison LLP, where he served as pro bono counsel to the Brennan Center on numerous matters.

Mr. Skaggs graduated *summa cum laude* with a J.D. from Brooklyn Law School, where he was a member of the Brooklyn Law Review. He subsequently clerked for Judge Stanley Marcus of the U.S. Court of Appeals for the Eleventh Circuit and Judge Edward Korman, Chief Judge of the U.S. District Court for the Eastern District of New York. Mr. Skaggs received an M.S. in Urban Affairs from Hunter College of the City University of New York, and holds a B.A., awarded with distinction, from Swarthmore College.



JENNIFER S. TAUB

Isenberg School of Management, University of Massachusetts



Jennifer S. Taub is joining the faculty of Vermont Law School in July. Presently, she teaches at the Isenberg School of Management, University of Massachusetts, Amherst.

Professor Taub researches and writes in the area of corporate governance, shareholders' rights, bankruptcy, and financial market regulation. Previously, she was an Associate General Counsel for Fidelity Investments.

Professor Taub is writing a book for Yale Press on legal causes of and responses to the financial crisis, expanding upon her paper entitled "Enablers of Exuberance."

Her book chapter, "The Sophisticated Investor and the Global Financial Crisis," is forthcoming in *Corporate Governance Failures: The Role of Institutional Investors in the Global Financial Crisis* (Hawley, Kamath and Williams, eds.). Professor Taub has a chapter commissioned in the *Oxford University Press Handbook on the Political Economy of the Financial Crisis* (Epstein and Wolfson, eds.), and a case study on AIG in *Corporate Governance* (Monks and Minow, eds., 5th Edition, forthcoming). Her article "Able but Not Willing: The Failure of Mutual Fund Advisers to Advocate for Shareholders' Rights," was published in 2009 in the *Journal of Corporation Law*.

Professor Taub graduated *cum laude* from Harvard Law School and earned her A.B., *cum laude* from Yale College.

CIARA TORRES-SPELLISCY

Brennan Center for Justice

Ciara Torres-Spelliscy is Counsel for the Democracy Program at the Brennan Center for Justice at NYU School of Law, providing constitutional and legislative guidance to lawmakers who are drafting bills. Before joining the Brennan Center, she worked as an associate at the law firm of Arnold & Porter LLP and was a staff member of Senator Richard Durbin (D-IL).



Ms. Torres-Spelliscy is author of the 2011 Brennan Center report, *Transparent Elections After Citizens United*. She is also editor of the Brennan Center's 2010 edition of *Writing Reform: A Guide to Drafting State & Local Campaign Finance Laws*. Other recent publications include *Corporate Campaign Spending: Giving Shareholders a Voice*, a 2010 publication of the Brennan Center; *Corporate Political Spending & Shareholders' Rights: Why the U.S. Should Adopt the British Approach* (forthcoming chapter in Risk Management and Corporate Governance Routledge 2011); "Hiding Behind the Tax Code" (forthcoming *Nexus: Chapman's Journal of Law and Public Policy* 2011), and "Revealing Money in Politics after *Citizens United* and *Doe v. Reed*" (forthcoming *Georgia State University Law Review* 2011).

Ms. Torres-Spelliscy earned her B.A. *magna cum laude* from Harvard, and her J.D. from Columbia Law School. She will join the faculty of Stetson University College of Law in Fall 2011.

MICHAEL WALDMAN
Brennan Center for Justice



Michael Waldman is Executive Director of the Brennan Center for Justice at NYU School of Law. Mr. Waldman has led the Center since 2005. He was Director of Speechwriting for President Bill Clinton from 1995-99, serving as Assistant to the President. He was responsible for writing or editing nearly 2,000 speeches, including four State of the Union and two Inaugural Addresses. He was Special Assistant to the President for Policy Coordination from 1993-95. As the top White House policy aide on campaign finance reform, he drafted the Clinton administration's public financing proposal, which passed the House and Senate in 1003 (but failed to become law).

He is the author of several books, including *My Fellow Americans: The Most Important Speeches of America's Presidents from George Washington to Barack Obama* (Sourcebooks, 2003 and 2010); *A Return to Common Sense*; *POTUS Speaks* (Simon & Schuster, 2000); and *Who Robbed America? A Citizens' Guide to the S&L Scandal* (Random House, 1990).

Mr. Waldman also appears frequently on television and radio to discuss public policy, the presidency and the law. Appearances include *Good Morning America*; *PBS' Newshour*, *CBS Evening News*; *the O'Reilly Factor*; *Nightline*; *60 Minutes*; *Hardball with Chris Matthews*; *the Dylan Ratigan Show*; *NPR's Morning Edition*; *All Things Considered*; *Fresh Air*; *Diane Rehm* and many other programs. He writes frequently for publications including *Bloomberg News*, *The New York Times*, *Washington Post*, *Newsweek*, *Slate* and *Democracy*.

He is a graduate of Columbia College (B.A., 1982) and NYU School of Law (J.D., 1987), where he was a member of the Law Review.

TOBIAS B. WOLFF
University of Pennsylvania Law School

Tobias Barrington Wolff is Professor of Law at the University of Pennsylvania Law School. Professor Wolff writes and teaches in the fields of civil procedure, conflict of laws and constitutional law. In constitutional law, Wolff has dedicated much of his work to free speech and the First Amendment, with a particular focus on the regulation of identity speech, the speech of artificial entities, and expressive association claims. He also does substantial work as a civil rights advocate for equal legal treatment of lesbian, gay, bisexual and transgender Americans.

Professor Wolff is co-author (with Linda Silberman and Allan Stein) of *Civil Procedure: Theory and Practice* (Aspen, 3d ed 2009). His recently published articles include "Redeeming the Missed Opportunities of *Shady Grove*" (with Stephen Burbank) in the *University of Pennsylvania Law Review*, "Ruth Bader Ginsburg and Sensible Pragmatism in Federal Jurisdictional Policy" in the *Ohio State Law Journal*, and "Expressive Association and the Ideal of the University in the Solomon Amendment Litigation" (with Andrew Koppelman) in *Social Philosophy & Policy*.



Wolff began his academic career at University of California Davis Law School and has been a Visiting Professor at Harvard, NYU, Stanford, and Northwestern Law Schools.

MONICA YOUN
Brennan Center for Justice



Monica Youn directs the Brennan Center's Money in Politics project, as well as working on other means of achieving and protecting broader participation in the political process.

She has litigated campaign finance and election law issues in state and federal courts throughout the nation, has testified before Congress, and was co-lead counsel for Intervenor-Defendants in *McComish v. Bennett*, the public financing case currently pending in the Supreme Court. She is the editor of *Money, Politics, and the Constitution: Beyond Citizens United* (Century Foundation Press 2011) and regularly appears in the national media as an expert on campaign finance issues.

Ms. Youn was previously in private practice, and also served as law clerk to Judge John T. Noonan, Jr. in the United States Court of Appeals for the Ninth Circuit. Ms. Youn received her J.D. from Yale Law School, her Masters of Philosophy from Oxford University, where she was a Rhodes Scholar, and her B.A. from Princeton University.

Beginning in May 2011, Ms. Youn will serve as the inaugural Brennan Center Constitutional Law Fellow at NYU School of Law.

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