

## **AMELIA HELEN BOSS**

Drexel University Earle Mack School of Law  
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### **BAR ADMISSIONS**

New Jersey; Pennsylvania; United States District Court for the Eastern District of New Jersey; United States District Court for the Eastern District of Pennsylvania; United States Court of Appeals for the Third Circuit; United States Supreme Court

### **EDUCATION**

#### **Rutgers University School of Law, Camden, NJ**

Juris Doctor, 1975. Honors and Activities: Degree Summa Cum Laude; Law Review; Dean's List, all semesters; Teaching Assistant (Contracts and Constitutional Law); Jessup International Moot Court

#### **Bryn Mawr College, Bryn Mawr, PA**

B. A. in Sociology, 1970. Honors: Degree Cum Laude; Honors in major

**Foreign Study:** University of Massachusetts Program, St. Hilda's College, Oxford University, England 1968

### **EMPLOYMENT**

**Teaching** (courses taught: contracts, sales, payments systems, secured transactions, bankruptcy, international business transactions, international commercial transactions)

- 2008-present: Trustee Professor of Law, Drexel University Earle Mack School of Law, Philadelphia PA
- 1989-2008: Professor of Law, Temple University School of Law, Philadelphia, PA (Charles Klein Professor of Law 1999-2002, Associate Professor 1989-92)
- Spring 2005: Temple University Law School LL.M Program, Beijing, China
- Fall 2004: Visiting Professor of Law, Victoria University of Wellington, New Zealand
- Spring 1998: Leo Goodwin Distinguished Visiting Professor of Law, Nova Southeastern University School of Law, FL
- Summer 1998: Temple University Law School Summer Program, Athens, Greece
- Summer 1996: Temple University Law School Summer Program, Rome, Italy
- Spring 1994: Temple University Law School, Semester Program, Tokyo, Japan
- Summer 1987: Summer Program, Trinity College, Dublin, Ireland; University of San Diego School of Law
- 1983-1987: Associate Professor (Assistant Professor 1978-83); Rutgers University School of Law, Camden, NJ
- 1985-1986: Visiting Professor of Law; University of Miami School of Law, Coral Gables, FL

### Other Legal Experience

- 1987-1989: McCarter & English, Cherry Hill, NJ
- 1976-1978: Pepper, Hamilton & Scheetz, Philadelphia, PA
- 1975-1976: Law Clerk, Honorable Milton B. Conford, Supreme Court of New Jersey

### **PUBLICATIONS**

*The Evolution of Commercial Law Norms: Lessons to be Learned from Electronic Commerce*,  
BROOKLYN JOURNAL OF INTERNATIONAL LAW (forthcoming 2009)

THE UNITED NATIONS CONVENTION ON THE USE OF ELECTRONIC COMMUNICATIONS IN INTERNATIONAL  
CONTRACTS: AN IN-DEPTH GUIDE AND ANALYSIS (with W. Kilian, eds) (Kluwer Law International  
2008)

*Becoming Operational: Electronic Registries and Transfer of Rights*, in UNCITRAL CONGRESS ON  
MODEL LAW FOR GLOBAL COMMERCE (United Nations 2008)

*The Honorable Dolores Sloviter: An Oral History*, in WOMEN TRAILBLAZERS IN THE LAW: OUR  
VISIONS, OUR VOICES (ABA Commission on Women in the Profession 2007)

*The Future of the Uniform Commercial Code in an Increasingly International World*,  
68 OHIO STATE LAW JOURNAL 349 (2007)

*The U.S.-China Roundtables: Fostering Cross-cultural Dialogue and Scholarship*, 24 TEMPLE JOURNAL  
OF SCIENCE TECHNOLOGY AND ENVIRONMENTAL LAW 219 (2005) (with Jeffrey L. Dunoff)

*Cyberspace Exploration under the New Zealand Electronic Transactions Act 2002: A Review of Bob  
Dugan and Ben Dugan*, ELECTRONIC TRANSACTIONS, 21 NEW ZEALAND UNIVERSITIES LAW REVIEW  
(2005)

ABCs OF THE UCC: ARTICLE 2A LEASING (Second Edition, ABA 2005) (with S. Whelan)

*Does the Conclusion of Contract by Electronic Means Change the Grounds of the Notion of Contract*, in  
LES DEUXIÈMES JOURNÉES INTERNATIONALES DU DROIT DU COMMERCE ÉLECTRONIQUE. LE CONTRAT  
ÉLECTRONIQUE, LITEC, BIBLIOTHÈQUE DU DROIT DE L'ENTREPRISE, (Eric Caprioli, ed., 2004)

*Regime Juridique du Contract Conclu Par Voie Electronique: Quelques Apports de Common Law*, LE  
JOURNAL DES SOCIÉTÉS (2004)

*Electronic Contracting: Legal Problem or Legal Solution*, in HARMONIZED DEVELOPMENT OF LEGAL AND REGULATORY SYSTEMS FOR ELECTRONIC COMMERCE IN ASIA AND THE PACIFIC: CURRENT CHALLENGES AND CAPACITY BUILDING NEEDS (United Nations Economic and Social Commission for Asia and the Pacific 2004)

ELECTRONIC COMMERCE: TRAINFORTRADE MATERIALS (United Nations Commission on Trade and Development 2002) (author and editor)

*Taking UCITA on the Road: What Lessons Have We Learned?*, 7 ROGER WILLIAMS LAW REVIEW 167-213 (2001), earlier version in UNIFORM COMPUTER TRANSACTIONS ACT: A BROAD PERSPECTIVE (Practising Law Institute 2001).

*The Uniform Electronic Transactions Act in a Global Environment*, 37 IDAHO LAW REVIEW 275-342 (2001)

*Searching for Security in the Law of Electronic Commerce*, 23 NOVA LAW REVIEW 585 (Winter 1999)

*Legal Dimensions of Electronic Commerce*, Report prepared for the United Nations Commission on Trade and Development, TD/B/COM.3/EM.8/2, (May 1999)

*The Jurisdiction of Commercial Law: Party Autonomy in Choosing Applicable Law and Forum under Proposed Revisions to the Uniform Commercial Code*, 32 INTERNATIONAL LAWYER 1067 (Winter 1998)

*Electronic Commerce and the Symbiotic Relationship Between International and Domestic Law Reform*, 72 TULANE LAW REVIEW 1931 (1998)

ABCs OF THE UCC: ARTICLE 5 LETTERS OF CREDIT (ABA 1998) (with J. Barnes and J. Byrne)

*The Emerging Law of International Electronic Commerce*, 52 BUSINESS LAWYER 1469 (1997) (with J. Winn)

ABCs OF THE UCC: ARTICLE 2A LEASING (ABA 1997) (with S. Whelan)

*Consumer Transactions and the Code: Some Considerations*, 51 BUSINESS LAWYER 1343-1360 (1996) (with K. Patchel)

*Statutory Treatment of Leasing Transactions: The Legislative History of Article 2A and the UNIDROIT Convention on International Financial Leasing*, Chapter 2 in 1 EQUIPMENT LEASING (Jeffrey J. Wong, ed.) (1995)

*Book Review*, 1 EDI LAW REVIEW 299 (1994) (reviewing Walden and Braganza, EDI: AUDIT AND CONTROL and Marcella and Chan, EDI SECURITY, CONTROL AND AUDIT)

*The Legal Status of Electronic Data Interchange in the United States*, in ELECTRONIC DATA INTERCHANGE (EDI): AUS ÖKONOMISCHER UND JURISTISCHER SICHT (W. Kilian, et. al) (Nomos Verlagsgesellschaft 1994)

*Is the UCC Dead, Alive or Well? An Introduction to the Practitioner's Perspective*, 12 LOYOLA OF LOS ANGELES LAW REVIEW 1901 (1994)

*The Impact of Fiscal Recordkeeping Requirements on the Migration Towards Electronic Technologies: The United States Experience*, 1 THE EDI LAW REVIEW 175-193 (1994) (with M. Decastro)

ELECTRONIC DATA INTERCHANGE AGREEMENTS: A GUIDE AND SOURCE BOOK (International Chamber of Commerce 1993) (with J. Ritter)

*Suretyship and Letters of Credit: Subrogation Revisited*, 34 WILLIAM & MARY LAW REVIEW 1087 (1993)

*Introduction to the Uniform Commercial Code Survey: A Plea for Cooperation*, 48 BUSINESS LAWYER 1583-1594 (1993) (with S. Veltri)

*A Legislative Response to the Issues of Software Contracting*, COMMERCIAL LAW ANNUAL 27-86 (1993) (with J. Ritter)

*Introducing the New Article 2A: Leases*, 17 ALI-ABA COURSE MATERIALS JOURNAL 37 (1993)

*The Emerging Law of International Electronic Commerce*, 6 TEMPLE INTERNATIONAL AND COMPARATIVE LAW JOURNAL 293-309 (1992)

*Divergent or Parallel Tracks: International and Domestic Codification of Commercial Law*, 47 BUSINESS LAWYER 1505-1515 (1992) (with P. Fry)

THE LEGAL STATUS OF ELECTRONIC DATA INTERCHANGE IN THE UNITED STATES (ELTRADO Project, 1992)

*Electronic Data Interchange Agreements: Private Contract Towards a Global Environment*, 13 NORTHWESTERN JOURNAL OF INTERNATIONAL LAW AND BUSINESS 31-70 (1992)

*A Legislative Response to the Issues of Software Procurement: A Report on the American Experience*, in NORDIC YEARBOOK OF LAW AND INFORMATICS 62 (1992)

*Real Estate in Bankruptcy: Avoiding the Trustee's Avoidance Powers Part II - Lease Terminations*, 1 JOURNAL OF BANKRUPTCY LAW AND PRACTICE 286-303 (1992)

*Real Estate in Bankruptcy: Avoiding the Trustee's Avoidance Powers Part I - Foreclosures*, 1 JOURNAL OF BANKRUPTCY LAW AND PRACTICE 150-179 (1992)

*The International Commercial Use of Electronic Data Interchange and Electronic Communications Technologies*, 46 BUSINESS LAWYER 1787-1802 (1991)

*Developments on the Fringe: Article 2 Revisions, Computer Contracting and Suretyship*, 46 BUSINESS LAWYER 1803-1821 (1991)

*International Commercial Practices*, in INTERNATIONAL LAW (Ohio CLE Institute, 1991)

*Bringing Suretyship into the Twenty-First Century: ALI to Draft a Restatement of Suretyship*, 11 BUSINESS LAWYER UPDATE (March/April 1991), *reprinted in* REAL ESTATE DEFAULTS, WORKOUTS AND REORGANIZATIONS (ALI-ABA 1991)

*Article 2A: Leases -- Everything Your Need to Know But Haven't Had Time to Learn (With Bibliography)*, in EQUIPMENT LEASING (Commercial Law League of America Fund for Public Education, 1991)

*The UNIDROIT Convention on International Financial Leasing*, paper presented at program entitled Internationalization of Commercial Law (ABA Annual Meeting, August, 1990)

*The Legislative History of Article 2A Revisited*, in 1991 COMMERCIAL LAW ANNUAL 205-255

*The Commercial Use of Electronic Data Interchange: A Report*, 45 BUSINESS LAWYER 1645-1716 (1990) (with J. Ritter)

*The Model Form of Electronic Data Interchange Trading Partner Agreement and Commentary* (American Bar Association 1989) (with M. Baum, T. McCarthy, P. Otero and J. Ritter), *republished in* 45 BUSINESS LAWYER 1717-1749 (1990)

*Warranty Provisions; Finance Leases; Consumer Leases*, in BASIC UCC SKILLS: ARTICLE 2A (Practicing Law Institute 1990)

Report on the UNIDROIT Convention on International Financial Leasing (A Report to the American Bar Association 1989) (principal author) (October 1989)

*Commercial Law Aspects of Equipment Leasing*, chapter in EQUIPMENT LEASING 1989 41-96 (Practicing Law Institute 1989) (with J. Wong)

*Scope of the Uniform Commercial Code: Advances in Technology and Survey of Computer Contracting Cases*, 44 BUSINESS LAWYER 1671-1698 (1989) (with H. Weinberg & W. Woodward)

*True Lease or Secured Transaction: The New Definition of UCC Section 1-201(37)*, 44 CONSUMER LAW QUARTERLY REPORT 3-8 (1989)

*Article 2A on Leases - An Introduction to the Statute*, 2 THE CORPORATE ANALYST 1-35 (1989), published in an earlier version in EQUIPMENT LEASING 1989 (Practicing Law Institute 1989)

ELECTRONIC MESSAGING: A REPORT OF THE AD HOC SUBCOMMITTEE ON SCOPE OF THE UCC (American Bar Association 1989) (with M. Baum and P. Fry)

*Priority Problems Involving Consignments under The Uniform Commercial Code: Recent Developments* (Continuing Legal Education Satellite Network Inc. 1989)

*Commercial Law Aspects of Equipment Leasing*, Chapter 1 in EQUIPMENT LEASING 1988 (Practicing Law Institute 1988) (I. Shrank & W. Flowers, ed.)

*The History of Article 2A: A Lesson for Practitioner and Scholar Alike*, 39 ALABAMA LAW REVIEW 575-614 (1988) (symposium on Article 2A), reprinted in 1991 COMMERCIAL LAW ANNUAL

*Scope of the Uniform Commercial Code; Survey of Computer Contracting Cases*, 43 BUSINESS LAWYER 1513-1554 (August 1988) (with W. Woodward), reprinted in 10 COMPUTER LAW REPORTER 50-91 (1989)

REPORT OF THE INTERNATIONAL OBSERVER MISSION, PALAU REFERENDUM, DECEMBER 1986 (with R. Clark, E. Hammerich, S. Roff and D. Wright) (International League for Human Rights and Minority Rights Group, New York, 1987)

*Recent Developments in Chattel Security Law -- 1985: The United States, Canada and the World*, Chapter 5C in P. COOGAN, W. HOGAN & D. VAGTS, SECURED TRANSACTIONS UNDER THE U.C.C., 1A UNIFORM COMMERCIAL CODE SERVICE (Matthew Bender) (1985) (with Peter Coogan)

*Purchase Money Security Interests*, Chapter 19 in P. Coogan, W. Hogan & D. Vagts, SECURED TRANSACTIONS UNDER THE U.C.C., 1B UNIFORM COMMERCIAL CODE SERVICE (Matthew Bender) (1984)

*Panacea or Nightmare? Leases in Article 2*, 1984 BOSTON UNIVERSITY LAW REVIEW 39-108, reprinted in 1985 CORPORATE COUNSEL'S ANNUAL 883-892

*Leases and Sales: Ne'er or Where Shall the Twain Meet*, 1983 ARIZONA STATE LAW JOURNAL 357-393 (1983)

*Lease Chattel Paper: Unitary Treatment of A 'Special' Kind of Commercial Specialty*, 1983 DUKE LAW JOURNAL 69-115 (1983), reprinted in 1984 CORPORATE COUNSEL'S ANNUAL 903-949

*Uniform Commercial Code Treatment for All Leases*, Chapter 4.3 in P. Coogan, W. Hogan & D. Vagts, SECURED TRANSACTIONS UNDER THE U.C.C., 1 UNIFORM COMMERCIAL CODE SERVICE (Matthew Bender) (1983) (with Peter Coogan)

*Could & Should True Leases Be Brought Within the Coverage of Article 9?* in PERSONAL PROPERTY LEASING 15-35 (ALI-ABA, Invitational Symposium Conference Materials, February 1983) (with Peter Coogan)

*Products Liability and International Leasing Transactions: The UNIDROIT Draft Convention*, 1 JOURNAL OF PRODUCTS LAW 143-161 (1982)

*Environmental Law: Threshold Determinations Under the National Environmental Policy Act of 1969*, 5 RUTGERS-CAMDEN LAW JOURNAL 380-98 (1974)

### **OTHER PUBLICATIONS**

- Editor-in-Chief - THE BUSINESS LAWYER (1998 - 1999)
- Editor-in-Chief - THE DATA LAW REPORT (Clark Boardman Callaghan)(1993-1997)
- Editorial Board - THE JOURNAL OF BANKRUPTCY POLICY AND LAW
- Editorial Board - THE EDI LAW REVIEW
- Editorial Board - THE BUSINESS LAWYER (1998 - 2005)
- Editor - ABCS OF THE UCC (book series published by American Bar Association)

### **PROFESSIONAL ACTIVITIES**

- Governor - Board of Governors, American Bar Association (2009-2011)
- Member - Council of The American Law Institute; Member Executive Committee (2007 - present)
- Director - Institute for International Law and Public Policy, Temple University Beasley School of Law (2002-2008)
- Member - Commission on Women in the Profession, American Bar Association (2003 - 2006)
- Member - Standing Committee on Membership, American Bar Association (2007 - present)
- Chair - Steering Committee, DirectWomen (2006-2007) (also co-founder); Advisory Committee (2008 - )
- Chair-Elect - American Association of Law Schools Section on Commercial and Consumer Law (2008-2009)
- Chair - Section of Business Law, American Bar Association; Chair (2000-2001); Immediate Past Chair (2001-2002) Chair-Elect (1999-2000); Vice-Chair (1998 - 1999); Secretary (1997-1998); Council (1995-1997)
- Delegate - American Bar Association House of Delegates (2004 - present)
- Chair - Section Officers Conference, American Bar Association (2001-2003)

- Delegate - United Nations Commission on International Trade Law Working Group on International Electronic Commerce (representing United States)
- Expert - United Nations Commission on International Trade Law (on electronic commerce issues)
- Consultant - United Nations Commission on Trade and Development (on electronic commerce issues)
- Correspondent UNIDROIT – Institute for the Unification of Private International Law (Rome)
- Member - Executive Committee, American Bar Association Section Officers Conference (representing Section and Division Secretaries 1997-98; Vice-chairs 1998-1999; Chairs-elect 1999-2000; Chairs 2000-2001; Delegates 2005-2006); Chair, Fall SOC Conference Planning Committee (2000, 2001); Chair, SOC Technology Committee (1999-2001)
- Member - Standing Committee on International Technical Legal Assistance Projects, American Bar Association (1999-2000)
- Member - Asian Legal Initiatives Council, American Bar Association (2000 - 2003)
- Member - Board of Governors' Committee on Strategic Planning, American Bar Association (2002-2004, 2005 - )
- Member - Board of Governors' Committee on Business Competitiveness, American Bar Association (2000-2004)
- Member - Dean's Leadership Council, Rutgers University School of Law Camden
- Chair - Awards Committee, Rutgers University School of Law Camden Alumnae Association
- Member - Committee to Review Scholarly Papers for the 2002 Annual Meeting, American Association of Law Schools (2001-2002)
- Chair - Uniform Commercial Code Committee, ABA Section of Business Law (1991-1995)
- Member - Permanent Editorial Board, Uniform Commercial Code (formerly ABA Advisor/Liaison; currently member of PEB Executive Committee)
- Member - Uniform Commercial Code Article 2 Drafting Committee (Sales)
- Member - Uniform Commercial Code Article 2B Drafting Committee (Software Licensing)
- Member - Uniform Commercial Code Article 1 Drafting Committee (General Provisions)
- Member - ALI Ad Hoc Committees on Article 2, Article 2A, and Article 2B
- Advisor - National Conference of Commissioners on Uniform State Laws, Uniform Electronic Transactions Act Drafting Committee (representing American Bar Association)
- Trustee - Board of Trustees, Community Legal Services, Inc., Philadelphia (1991-1997)
- Trustee - Board of Trustees, Institute of International Commercial Law
- Member - Computer Advisory Committee, American Arbitration Association (1990-1992)
- Convener - Technology Coordinating Group, American Bar Association (1990-1991)

- Member - Members Consultative Group, ALI Restatement of Suretyship; ALI Restatement (Third) of the Law of Torts: Products Liability
- Chair - Subcommittee on Scope of the UCC, Uniform Commercial Code Committee of ABA Section of Business Law (1985-1991)
- Vice-Chair - Electronic Commercial Practices Subcommittee, Uniform Commercial Code Committee of ABA Section on Business Law (1989-1990)
- Chair - Working Group on UNIDROIT Principles of International Commercial Contracts, ABA Business Law Section
- Chair - Working Group on UNIDROIT Convention on International Financial Leasing, ABA Business Law Section
- Consultant - Advisory Committee on Private International Law, United States State Department
- Member - Board of Regents, American College of Commercial Financial Lawyers
- Advisor - United States Delegation to the United Nations Working Party on the Facilitation of International Trade Procedures (March 1990)
- Member - Uniform Commercial Code Article 2 Study Committee (appointed by Permanent Editorial Board to review Article 2 on Sales and make recommendations about possible amendments)
- Member - American Bar Association; New Jersey State Bar Association; Camden County Bar Association; Commercial Law League of America; American Bankruptcy Institute; National Association of Women Lawyers; International Bar Association

#### **HONORS AND AWARDS**

Charles Klein Professor of Law (1999-2002); American Bar Association Cyberspace Law Excellence Award (2004); Philadelphia Bar Association Dennis Replansky Memorial Award (2000); Rutgers Law School Armitage Award for Outstanding Alumna (1999); Friel-Scanlon Faculty Scholarship Award, 1994; American Law Institute (elected 1981); Glasscutter Award, American Bar Association Section of Business Law (1995); Fellow, American Bar Foundation; American Law Institute (elected 1981); *National Law Journal's* Fifty Most Influential Women Lawyers In America (March 1998); *Philadelphia Legal Intelligencer's* Women of Influence (February 2001); Marquis Who's Who in America, Marquis Who's Who in American Law, Marquis Who's Who of American Women., Marquis Who's Who in the East; Marquis Who's Who in American Education; IBC's 2000 Outstanding Women of the 21<sup>st</sup> Century; Who's Who in the 21<sup>st</sup> Century (International Biography Centre, 1<sup>st</sup> Edition).