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A Tribute to Norwood Beveridge

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A TRIBUTE TO NORWOOD BEVERIDGE

Alvin C. Harrell*

In 1989 a very unusual law professor named Norwood Beveridge came to Oklahoma City University School of Law. The rarity is not so much in Norwood's academic background, impressive as this is (including undergraduate and law degrees from Harvard University, an LL.M. from New York University School of Law, and teaching experience at California's Western State University College of Law, New York University School of Law, and New York's Pace University). Nor does it relate even to his experience as a legal practitioner for a decade as a partner with the New York City law firm of Kramer, Marx, Greenlee & Backus (specializing in corporate and securities law). These achievements in education, academic experience, and legal practice, while impressive individually and even more so in the aggregate, are not unusual in academia.

What is perhaps most noteworthy about Norwood's background, even for a Corporations teacher, is that he served for well over a decade in New York City as the Chief Legal Officer for Amerace Corporation, a New York Stock Exchange-listed Fortune 600 company. This is an exceptional accomplishment for any lawyer and, in your author's experience, even more so in the Academy of scholars. Simply put, there are few academics with "real world" experience at this level of responsibility and expertise. It meant that OCU gained a teacher with an extremely rare mix of academic, practical, and business experience to teach courses (Corporations, Securities Regulation, Corporate Finance, Mergers and Acquisitions, Agency and Unincorporated Business Associations, and later, Chinese Securities Law) relating precisely to that experience.

It was a promising start, and Norwood more than lived up to the

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promise, bringing a unique insight and perspective (and a cool, professional demeanor) not only to the classroom but to faculty and university governance matters as well. Throughout his entire twenty-year tenure at OCU, it has been apparent that Norwood is no ordinary law professor.

Fittingly, in addition to his academic responsibilities and scholarly pursuits, Norwood has served in an array of significant law school and university administrative and supervisory positions, including long-standing service on the Faculty Senate Executive Committee (serving as its Chair, 2004–05), the Planning Coordinating Committee, and Chair of the Planning Steering Committee. He was elected by unanimous vote as Chair of the Faculty Senate Executive Committee and therefore served on the University Board of Trustees. He served as academic dean of the law school for four years at the request of Dean Hellman, and it was during this tenure that the school joined the Association of American Law Schools (AALS), a singular and prestigious event in the history of OCU. There can be no doubt that the university, the law school, the faculty, and the students have benefitted immensely from Norwood's wisdom and counsel, even aside from his distinguished classroom performance. And in the classroom, Norwood brings to bear levels of experience and expertise that most faculty and universities can only dream of.

These qualities have also been recognized outside the university, by the bar and other important constituencies in the community, where Norwood is widely recognized as an asset to Oklahoma as well as to OCU. He has been an invited speaker for meetings of the Oklahoma Bar Association and the Oklahoma County Bar Association, among other organizations, and is a recognized expert witness in cases involving corporate and securities law. He was chosen by Irving Faught, the Administrator of the Oklahoma Department of Securities, to serve as a hearing officer in state disciplinary cases and is now in his second decade of that service. He has served as Amicus Counsel for the North American Securities Administrators Association in litigation before the Oklahoma Supreme Court and has counseled practitioners in numerous cases.

Perhaps most unusually in Norwood's varied academic career, he was a pioneer in the law school's first study abroad program, teaching at Nankai University in Tianjin, China, and in the process developing a unique course in Chinese Securities Law. Along the way he has

maintained active membership in the American Bar Association, including the Committee on Corporate Governance, the Committee on Partnerships and Unincorporated Business Organizations, the Committee on Corporate Law Departments, and the Committee on Federal Regulation of Securities. He is a Life Fellow of the Fellows of the American Bar Foundation and has been listed numerous times in Who's Who.

Among all of this one might think that Norwood has focused on teaching, public service, and university governance rather than scholarly research and publications. If so, one would be wrong as Norwood has also been prolific in his production of scholarly works, as illustrated by the selection of his publications cited here.¹

1. Norwood P. Beveridge, *INVESTING IN CHINA*, by Winston Ma, *Risk Books*, London, 6 U.C. DAVIS BUS. L.J. 27 (2006), available at <http://blj.ucdavis.edu/archives/vol-6-no-2/INVESTING-IN-CHINA-BY-WINSTON-MA.html>; Norwood P. Beveridge, *The Federalization of Corporate Law*, 60 CONSUMER FIN. L.Q. REP. 18 (2006); Norwood P. Beveridge, Jr., *Chapter 10: Legal Actions Involving the Corporation's Officers, Directors, or Shareholders*, in IRVING L. FAUGHT, OKLAHOMA BUSINESS ORGANIZATIONS: FORMATION AND REPRESENTATION 10-1 (Matthew Bender & Co. 2001); Norwood P. Beveridge et al., *Chapter 13: Limited Liability Companies*, in IRVING L. FAUGHT, OKLAHOMA BUSINESS ORGANIZATIONS: FORMATION AND REPRESENTATION 13-1 (Matthew Bender & Co. 2001); Norwood P. Beveridge, *Piercing the Corporate Veil: The Oklahoma Law of Corporate Alter Egos, Adjuncts, and Instrumentalities*, 26 OKLA. CITY U. L. REV. 503 (2001); Norwood P. Beveridge, *Recent Developments in Corporation Law and Practice*, 54 CONSUMER FIN. L.Q. REP. 240 (2000); Norwood P. Beveridge, *Interested Director Contracts at Common Law: Validation Under the Doctrine of Constructive Fraud*, 33 LOY. L.A. L. REV. 97 (1999); Norwood P. Beveridge, *Recent Developments in Corporate Law and Practice*, 24 OKLA. CITY U. L. REV. 133 (1999); Norwood P. Beveridge, *Corporate Puzzles: Being a True and Complete Explanation of De Facto Corporations and Corporations by Estoppel, Their Historical Development, Attempted Abolition, and Eventual Rehabilitation*, 22 OKLA. CITY U. L. REV. 935 (1997); Norwood P. Beveridge, *Is Mens Rea Required for a Criminal Violation of the Federal Securities Laws?*, 52 BUS. LAW. 35 (1996-1997); Norwood P. Beveridge, *Does the Corporate Director Have a Duty Always to Obey the Law?*, 45 DEPAUL L. REV. 729 (1996); OKLA. STAT. ANN. tit. 12A, §§ 8-101 to 8-511 cmts. (West Supp. 1996); OKLA. STAT. ANN. tit. 12A, §§ 9-103.1 to 9-312 cmts. (West Supp. 1996) (current version at OKLA. STAT. ANN. tit. 12A, §§ 1-9-101 to 1-9-324 (West 2001)); Norwood P. Beveridge, *Director Liability Under FIRREA Redux: Moving Towards Synthesis*, 49 CONSUMER FIN. L.Q. REP. 139 (1995); Norwood P. Beveridge, Jr. et al., *Oklahoma Report on Revised Uniform Commercial Code Article 8 and Related Article 9 Amendments*, 66 OKLA. B.J. 1011 (1995); Norwood P. Beveridge, Jr., *Does a Corporation's Board of Directors Owe a Fiduciary Duty to Its Creditors?*, 25 ST. MARY'S L.J. 589 (1994); Norwood P. Beveridge, Jr., *Director Liability Under FIRREA: Negligence and Gross Negligence in the Courts*, 48 CONSUMER FIN. L.Q. REP. 77 (1994); Norwood P. Beveridge, Jr., *Director Liability: Recent Developments*, 47 CONSUMER FIN. L.Q. REP. 220 (1993); Norwood P. Beveridge, Jr., *Duty of Care of Directors of Insured*

In all, an extraordinary life and career, exceptional even among academics and unique in so many respects, and all bringing much credit to Norwood, the School of Law, and OCU. There are many great law school teachers and scholars, and the OCU School of Law is fortunate to have more than its share. But there are few anywhere in the world with the talents and qualifications of Norwood Beveridge. As he retires from the full-time faculty in 2010, it is a great loss for OCU and its students, but Norwood's record of service and accomplishments continue to serve as reminders to us all of the things that make this a great community, university, and law school.

Depository Institutions Under FIRREA: Understanding the Gross Negligence Statutory Provisions, 47 CONSUMER FIN. L.Q. REP. 67 (1993); Norwood P. Beveridge, Jr., *The Corporate Director's Fiduciary Duty of Loyalty: Understanding the Self-Interested Director Transaction*, 41 DEPAUL L. REV. 655 (1992); Norwood P. Beveridge, Jr., *The Corporate Director's Duty of Care: Riddles Wisely Expounded*, 24 SUFFOLK U. L. REV. 923 (1990); Norwood P. Beveridge, Jr., *Duty of Care: The Partnership Cases*, 15 OKLA. CITY U. L. REV. 753 (1990); Norwood P. Beveridge, Jr., *The Internal Affairs Doctrine: The Proper Law of a Corporation*, 44 BUS. LAW. 693 (1988-1989); Norwood P. Beveridge, Jr., *Corporate Law*, 16 W. ST. U. L. REV. 805 (1989) (reviewing ROBERT C. CLARK, *CORPORATE LAW* (1986)); Norwood P. Beveridge, Jr., *Sale of Control at a Premium: Time for Some Changes*, 15 W. ST. U. L. REV. 61 (1987).