

NADELLE GROSSMAN

Associate Dean for Academic Affairs and Professor of Law
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FACULTY APPOINTMENTS

MARQUETTE UNIVERSITY LAW SCHOOL, Milwaukee, Wisconsin

Professor of Law, August 2019 - present

Associate Professor with tenure, August 2014 – August 2019

Assistant Professor, August 2007 – August 2014

Principal Courses Taught: Advanced Corporations (a corporate governance seminar),
Business Associations, Business Planning, Contract Drafting, Contracts, Securities
Regulation

ACADEMIC ADMINISTRATIVE LEADERSHIP

MARQUETTE UNIVERSITY LAW SCHOOL, Milwaukee, Wisconsin

Associate Dean for Academic Affairs, July 2019 – present

Chair, Appointments Committee, 2021 – 2022

Chair, Curriculum Committee, spring 2019 – 2020

Chair, Academic Programs Committee, spring 2014, 2014-2015, fall 2016 – spring 2019

Ad Hoc Library Leader Committee, Chair, spring 2017

Other Law School Administrative Positions

Appointments Committee (June 2022 – July 2025)

Judicial Committee (May 2013-2015, 2016-2017)

Admissions Committee (2011-2012)

Moot Court Committee (2011-2012)

Academic Regulations Committee (2010-2011, 2021-present)

Teaching Committee (2009-2010)

Curriculum Committee (2008-2009, 2017-2018, 2021-present)

Supervised Fieldwork Placement Advisor (2010 – present)

MARQUETTE UNIVERSITY

University Administrative Positions

University AI Taskforce, Scholarship Workstream (Fall 2025 – present)

Graduate School Strategic Planning Committee (Fall 2024 – Spring 2025)
University Policies and Procedures Committee (Jan. 2022 – July 2025)
Faculty Success Adoption Committee & Faculty Success Implementation
Committee (Jan. 2023 – July 2025)
COVID-19 Campus Response Planning Task Force (March 2020 – June 2021)
Department Chair Academic Planning Group (July 2019 – present)
Participating Faculty Task Force (2019-2021)
Associate Deans for Research Committee (2019 – present)

PROFESSIONAL LEADERSHIP

AMERICAN BAR ASSOCIATION, SECTION OF LEGAL EDUCATION AND ADMISSION TO THE BAR

2026 Associate Deans Conference Planning Committee, March 2026 – June 2026

ASSOCIATION OF AMERICAN LAW SCHOOLS, SECTION ON TRANSACTIONAL LAW & SKILLS *Vice Chair, January 2026 – present*

NATIONAL CONFERENCE OF BAR EXAMINERS

Member, Multistate Essay Exam Committee (June 2023 - present)

BUSINESS LAW SECTION OF THE WISCONSIN STATE BAR

Advisor, July 1, 2025 - present

Immediate Past Chair, July 1, 2024 – June 30, 2025

Chair, July 1, 2022 – June 30, 2024

Chair-Elect, July 1, 2020 – June 30, 2022

Director, 2015 – present

MILWAUKEE BAR ASSOCIATION, Milwaukee, Wisconsin

MBA Delegate to the ABA House of Delegates, Sept. 2022 - present

Immediate Past President, July 2021 – July 2022

President, July 2020 – July 2021

Vice President, July 2019 – July 2020

Director, 2014 - 2021

CENTRO LEGAL, Milwaukee, Wisconsin

Immediate Past President, July 2017 – July 2018

President, July 2014 – July 2017

Vice President, July 2013 – July 2014

Director, 2008 – 2018

Member, Finance and Operations Committee, 2008 - 2018

OTHER LEADERSHIP

PETS HELPING PEOPLE

Director (August 1, 2024 - present)

PUBLISHED AND FORTHCOMING TEXTBOOKS

SECURITIES REGULATION IN PRACTICE (forthcoming 2028, Aspen Pub.)

This innovative textbook will instruct law students on federal securities regulation, and on state securities regulation, primarily from the transactional perspective. It will use simulations and real-world documents to better prepare law students for a transactional practice and to litigate securities law claims.

CONTRACTS IN CONTEXT, FROM TRANSACTION TO LITIGATION, 3D ED. (with Eric Zacks) (forthcoming 2027, Aspen Pub.)

CONTRACTS IN CONTEXT, FROM TRANSACTION TO LITIGATION, 2ND ED. (with Eric Zacks) (2023, Aspen Pub.)

Contributor, DRAFTING CONTRACTS: HOW AND WHY LAWYERS DO WHAT THEY DO, 3RD ED. (with Tina Stark)

CONTRACTS IN CONTEXT, FROM TRANSACTION TO LITIGATION (with Eric Zacks) (2019, Aspen Pub.)

ARTICLES AND BOOK CHAPTER

Against Uniformity (work-in-progress)

In this article, I question whether uniformity is well-suited to business organization law, and conclude that it is not. I propose that business laws be drafted from model acts instead of uniform acts. Model acts, like uniform acts, would serve as a drafting template and provide consistency among states in terms of structure and language. However, they would not unduly force states into having uniform law in an area where variation and innovation is desirable.

University Board Governance (work-in-progress)

In this article, I report the results of a study of the composition and structure of university boards of trustees (BOTs) and evaluate whether those BOTs are well-structured to fulfill their fiduciary duties to the universities they serve. I conclude that those boards are not optimally structured in terms of size, skills, and structure. I propose a model for how BOTs can evaluate their own size, skills, and structure to improve their performance.

Using Shareholder Oppression to Get Unbargained-for Benefits (work-in-progress)

In this article, I argue that shareholders are able to use the shareholder oppression doctrine to obtain rights such as a buy-out right, even when they could have (but did not) bargain for those rights at the outset of their investment.

The Best and Worst of Contracts Decisions: An Anthology, Combating Limits of the Case Method with Quake Construction, Inc. v American Airlines, Inc., 44 FLA. ST. U. L. REV. (2018)

Jettisoning the Normative Value of the Implied Duty of Good Faith in Employment Law, 21 EMPLY. R. & EMP. POL'Y J. 377 (2018)

The Sixth Commissioner, 49 GA. L. REV. 693 (2015) (reprinted in 2016 Securities Law Review § 2:3) (2017)

What Is the NBA?, 25 MARQ. SPORTS L. REV. 101 (2015)

Casual Convergence in Unincorporated Entity Law, RESEARCH HANDBOOK ON PARTNERSHIPS, LLCs AND ALTERNATIVE FORMS OF BUSINESS ORGANIZATIONS (Robert W. Hillman and Mark J. Loewenstein eds.) (Edward Elgar Publishing, 2015)

Out of the Shadows: Requiring Strategic Management Disclosure, 116 W. VA. L. REV. 109 (2013)

The Duty to Think Strategically, 73 LA. L. REV. 449 (2013)

Cited in *in re McDonald's Corporation Stockholder Litigation*, C.A. No. 2021-0324-JTL (Del. Ch. Jan. 26, 2023)

Turning a Short-Term Fling into a Long-Term Commitment: Board Duties in a New Era, 43 U. MICH. J. L. REFORM 905 (2010)

Cited in *in re McDonald's Corporation Stockholder Litigation*, C.A. No. 2021-0324-JTL (Del. Ch. Jan. 26, 2023)

Director Compliance with Elusive Fiduciary Duties in a Climate of Corporate Governance Reform, 12 FORDHAM J. CORP. & FIN. L. 393 (2007)

ACADEMIC CONFERENCES, WORKSHOPS, AND PANELS

PRESENTER: *Against Uniformity*, Marquette University Law School Faculty Workshop, Milwaukee, Wisconsin (April 14, 2026)

PRESENTER: *Against Uniformity*, Business, Tax, and Compliance Colloquium, University of Wisconsin Law School, Madison, Wisconsin (Apr. 17, 2025)

MODERATOR: *Private Law*, The Southeastern Association of Law Schools, Fort Lauderdale, Florida (Jul. 26, 2024)

COMMENTATOR: *Roundtable on New Scholarship in Contract Law & Theory*, Association of American Law Schools, San Diego, California (Jan. 4, 2023)

PRESENTER: *Using Shareholder Oppression to Get Unbargained-for Benefits*, Midwestern Law & Economics Association 18th Annual Meeting, The University of Alabama School of Law, Tuscaloosa, Alabama (Sept. 14, 2018)

PANEL PRESENTER: *Contracts in Transactions and Litigation*, Sixth Biennial Conference on Teaching Transactional Law and Skills, Emory University School of Law Center for Transactional Law and Practice (Jun. 1 & 2, 2018)

PANEL PRESENTER: *Voices in Business Organization Lawmaking*, Midwest Law and Economics Association Annual Meeting, Milwaukee, Wisconsin (Oct. 21, 2017)

WORKSHOP PRESENTER: *Voices in Business Organization Lawmaking*, Michigan State University College of Law, East Lansing, Michigan (Mar. 13, 2017)

SYMPOSIUM PRESENTER: *Jettisoning the Normative Value of the Implied Duty of Good Faith*, Maurer School of Law, Indiana University, Labor Law Group Conference on the Restatement of Employment Law (Nov. 18, 2016)

PRESENTER: *New Legal and Regulatory Terrain for ERM: Outlook for Companies and Risk Managers: Remembering the Importance of Strategy*, Loyola University Chicago, The Quinlan School of Business Center for Risk Management and The School of Law, Chicago, Illinois (Mar. 20, 2015)

WORKSHOP PRESENTER: *The Political Economy of Uniformity in Unincorporated Entity Law*, St. Mary's University School of Law, San Antonio, Texas (Feb. 23, 2015)

WORKSHOP PRESENTER: *The Political Economy of Uniformity in Unincorporated Entity Law*, Mid-American Jesuit Exchange, Chicago, Illinois (Feb. 20, 2015)

WORKSHOP PRESENTER: *Casual Convergence in Unincorporated Entity Law*, Midwest Law and Economics Conference, Indianapolis, Indiana (Oct. 10, 2014)

PANEL PRESENTER: *Playing By the Rules: Team Composition and Governance in Business Planning*, Fourth Biennial Conference, Emory University School of Law Center for Transactional Law and Practice (Jun. 6 & 7, 2014)

WORKSHOP PRESENTER: *Reconsidering the Purpose of the SEC*, Marquette University Law School Faculty Workshop, Milwaukee, Wisconsin (Jan. 21, 2014)

WORKSHOP PRESENTER: *Reconsidering the Purpose of the SEC*, Michigan State University College of Law Junior Faculty Workshop, East Lansing, Michigan (Nov. 1, 2013)

WORKSHOP PRESENTER: *Out of the Shadows: Requiring Strategic Management Disclosure*, Midwest Law and Economics Conference, St. Louis, Missouri (Oct. 13, 2012)

PANEL PRESENTER: *The Financial Crisis, Corporate Governance and Long-Term Shareholder Value*, Association of American Law Schools, Section on Socio-Economics, San Francisco, California (Jan. 6, 2011)

WORKSHOP PRESENTER: *Strategic Planning: The (Ignored) Key to Long-Term Wealth Creation*, Midwest Law and Economics Conference, Denver, Colorado (Oct. 9, 2010)

WORKSHOP PRESENTER: *Strategic Planning: The (Ignored) Key to Long-Term Wealth Creation*, Marquette University Law School Faculty Workshop, Milwaukee, Wisconsin (Sept. 14, 2010)

WORKSHOP PRESENTER: *Requiring Directors to Act in the Long-Term Best Interest of the Corporation*, Marquette University Law School Faculty Workshop, Milwaukee, Wisconsin (Oct. 3, 2008)

WORKSHOP PRESENTER: *Requiring Directors to Act in the Long-Term Best Interest of the Corporation*, Midwest Law and Economics Conference, Chicago, Illinois (Oct. 3, 2008)

DISCUSSANT: *IP Licensing After Quanta Computer*, with Kali Murray, Assistant Professor, Marquette University Law School, Podcast posted on Marquette University Law School Faculty Blog (Sept. 4, 2008) (available at <http://law.marquette.edu/facultyblog/2008/09/04/ip-licensing-after-quanta-computer-a-podcast/>)

OTHER PRESENTATIONS

MODERATOR: *Workplace Diversity, Equity and Inclusion: Recent Developments and Compliance with Law*, State Bar of Wisconsin Business Law Section, Milwaukee, Wisconsin and remote (Apr. 25, 2024)

PANELIST: 2023 Sustainability 2.0 Conference, *DE&I Initiatives Post-Students for Fair Admissions v. Harvard*, Milwaukee, Wisconsin (Oct. 24, 2023)

PANELIST: *Plenary Session: Crisis Management*, 2023 ABA Associate Deans Conference, *Anything, Everything, Everywhere, All at Once*, Chicago, Illinois (Jul. 13, 2023)

PANELIST: *7th Annual Family Business Update: Avoiding and Resolving Conflict*, Wisconsin State Bar, Madison, Wisconsin (Sept. 30, 2022)

PANELIST: *Wisconsin's New Business Entity Law*, Wisconsin State Bar Annual Meeting and Conference, Lake Geneva, Wisconsin (Jun. 16, 2022)

MODERATOR: *Race and Contract Law*, Marquette University Law School, Race and the Law Series, Milwaukee, Wisconsin (Oct. 22, 2021)

MODERATOR: *The Purpose of the Corporation and the Rise of Environmental, Social, and Governance (ESG) Interests*, Wisconsin State Bar Annual Meeting and Conference, via Zoom (June 10, 2021)

CO-PRESENTER: *Getting Past Whereas: Learning the Fundamentals of Contract Drafting*, Milwaukee Bar Association, Grow Your Practice Institute, Milwaukee, Wisconsin (Mar. 13, 2018)

PRESENTER: *Basic Business Concepts for Lawyers*, Milwaukee Bar Association, Grow Your Practice Institute, Milwaukee, Wisconsin (Sept. 8, 2017)

PRESENTER: *Helping Clients Create Effective Legal Compliance Programs*, Marquette Law School Faculty CLE Series, Madison, Wisconsin (Jun. 6, 2017)

CO-PRESENTER: *Wisconsin's New Revised Uniform Limited Liability Company Act*, 2014 Wisconsin State Bar Annual Meeting and Conference, Lake Geneva, Wisconsin (Jun. 13, 2014)

CO-PRESENTER: *The Revised Uniform Limited Liability Act: A Proposal for Wisconsin*, 2013 Real Estate and Business Law Institute, Madison, Wisconsin (Jun. 13, 2013)

PRESENTER: *The Ethics of Business Transactions*, Marquette Law School Faculty CLE Series, Milwaukee, Wisconsin (Nov. 11, 2011)

CO-PRESENTER: *Current Views of the Board from the Bench*, with Jack Jacobs, Justice, Delaware Supreme Court, Rice University and Fulbright & Jaworski L.L.P. Energy Industry Directors Conference, Houston, Texas (Mar. 2, 2010)

CO-PRESENTER: *Current Views of the Board from the Bench*, with Jack Jacobs, Justice, Delaware Supreme Court, Rice University and Fulbright & Jaworski L.L.P. Energy Industry Directors Conference, Houston, Texas (Oct. 14, 2008)

PRESENTER: *Recent Changes to the Securities Act of 1933*, State Bar of Wisconsin Conference on Securities Law for the Wisconsin Practitioner, Milwaukee, Wisconsin (Nov. 15, 2007)

CO-PRESENTER: *Recent Trends in Director Liability: A View of the Board from the Bench*, with Jack Jacobs, Justice, Delaware Supreme Court, and Charles H. Still, Partner, Fulbright & Jaworski L.L.P., Rice University and Fulbright & Jaworski L.L.P. Energy Industry Directors Conference, Houston, Texas (Oct. 9, 2007)

CO-PRESENTER: *Corporate Governance Environment - Ten Years Ago and Today*, with Peggy Heeg, Partner, Fulbright & Jaworski L.L.P., H.S. Grace & Co. Roundtable on Corporate Governance, Houston, Texas (Oct. 2006)

PROFESSIONAL LEGAL EXPERIENCE

FULBRIGHT & JAWORSKI L.L.P., Houston, Texas

Senior Associate in Corporate, Banking and Business Section, October 1999 – March 2007

Summer Associate, June – July 1998

I worked as a transactional lawyer on commercial loan and project finance transactions, equity financings, mergers and acquisitions, and securities law compliance. As a senior associate, I chaired the firm's Recruiting Committee, which was the associate committee tasked with overseeing the summer associate program.

Honors: * Named in October 2005 issue of *Project Finance Magazine* as an "Up and Coming Legal Counsel as Mentioned by Clients"

* Featured in the Fulbright & Jaworski L.L.P. 2008 alumni magazine *Afterwords* as one of a handful of "High Energy Alumns"

INTERNATIONAL FINANCE CORPORATION, WORLD BANK, Washington, D.C.

Seconded on behalf of Fulbright & Jaworski L.L.P., February 2003 – August 2004

I represented the multilateral organization in loan transactions with sponsors of several power projects in India, as well as a sponsor of a bus company in Mexico.

EDUCATION

TULANE LAW SCHOOL, New Orleans, Louisiana

Juris Doctor, *Magna Cum Laude*, May 1999

Honors: Order of the Coif, Order of the Barristers, Moot Court Board

I was appointed to the Moot Court Board as a result of my academic performance during my first year. I also successfully “argued onto” the Moot Court Board by successfully competing in the Willem Vis International Commercial Arbitration moot. My team placed second out of 81 teams at the competition in Vienna, Austria.

THE UNIVERSITY OF CALIFORNIA AT BERKELEY, Berkeley, California

Major: Bachelor of Science, Political Economy of Natural Resources, May 1995

Minor: Spanish

During college, I wrote a thesis on tariffs on the import of flowers from Mexico. I also studied abroad in Mexico City in the fall of 1995.

BAR ADMISSIONS

Texas State Bar (as of November 1999; currently inactive)

Wisconsin State Bar (as of November 2007)

Recognized as Wisconsin Law Foundation Fellow (2024)

LANGUAGES OTHER THAN ENGLISH

Conversant in Spanish