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CAN A CHRISTIAN BE A CORPORATE LAWYER? TRACING CORPORATE LAW'S RELIGIOUS ROOTS AND IDENTIFYING HOW WE CAN INTEGRATE OUR FAITH AND WORK

The ways in which members of certain professions (ministers, for example) can serve Christ in the workplace are self-evident. For the Christian corporate lawyer, integrating faith and work may require more conscious effort, but is no less possible. This article begins to explore the ways in which a Christian can serve Christ in the corporate law arena. Corporate law's religious foundations are well-documented, ranging from the biblical principles that underlie equity and fiduciary duties, to the Court of Chancery's ecclesiastical roots. Further, corporate law, despite popular belief, advances key Christian objectives, including through raising society's collective wealth and by policing corporate fiduciaries. The Christian corporate lawyer needs to take these doctrinal foundations and the benefits corporate law offers and reinject a Christian presence into the practice of corporate law. That is, Christian corporate lawyers can and must integrate their faith and their work. They can do this by, for example, acting as a peacemaker and gatekeeper instead of a "hired gun," and counseling their clients as Jesus counseled His followers. And once Christ is brought into corporate law practice, both attorney and client benefit.

I. INTRODUCTION	144
II. CORPORATE LAW'S FOUNDATION IN CHRISTIANITY	148
A. The Christian Roots of Corporate and Commercial Law Principles	149
B. Christian Influences in the Formation of Our Courts	153
III. CORPORATE LAW FURTHERS CHRISTIAN OBJECTIVES	154
A. Neither Lawyers nor Corporations are Inherently Evil	155
B. Wealth Creation and Other Benefits of Business Entities	159
C. Corporate Law (and Fiduciary Duties) as a Morality Police	162
IV. WHY THE LINK BETWEEN CHRISTIANITY AND CORPORATE LAW MATTERS	164
A. Corruption and Wrongdoing in Corporate Law	164
B. Corresponding Need for Christian Principles for Guidance	167
V. CORPORATE LAWYERS CAN BE GOOD CHRISTIANS AT WORK	170
VI. CONCLUSION	184

*144 I. INTRODUCTION

The question of how a Christian lawyer can integrate her faith into her occupation has been discussed at length over the past several decades.¹ Scholars have also written fascinating works that put a Christian spin on corporate law subjects.² Some have even analogized corporate law to religion.³ But for the most part, "religious discourse and business discourse largely occupy separate spheres with few evident connections," at least at first glance.⁴ The same is true, in large part, concerning the law and morality.⁵ Given these disconnects, it is perhaps unsurprisingly that "there is extremely sparse scholarship examining how religious faith might usefully inform and shed light on corporate law."⁶

*145 One query concerning the interplay between Christianity and corporate law that remains unanswered, at least from an academic standpoint, is whether (and if so, how) a practicing Christian can work as a corporate lawyer. That is the million-dollar question--one with which I have wrestled throughout my brief legal career, and one that countless family members and friends have asked me since I chose to become a corporate lawyer rather than enter an area of the law traditionally associated with "helping others" and "making a difference." After all, young lawyers who make the "monetary sacrifice" required for public interest work often receive "high praise" for their choice of practice area.⁷ The answer to this question concerning the interplay between faith and the practice of corporate law is far from black and white.⁸ Its exploration, however, is well worth the effort.

Before getting too far afield, I should pause to clarify what I mean by the terms "Christian" and "corporate lawyer." As to the former, this article uses the term "Christian" as an umbrella term encompassing all followers of Christ, regardless of denomination, affiliation, or lack thereof. I grew up in a Lutheran church, spent my summers at a Mennonite camp, and now belong to a United Methodist church--which is where one ends up when his wife's father, grandfather, and great-grandfather were all United Methodist ministers. In short, the core beliefs that Christians share are far more important than those that distinguish one denomination from another.⁹ As John Wesley observed, as Christians we must set aside the "smaller points" on which we disagree: "'If your heart is as my heart,' if you love God and all mankind ... 'give me your hand.'" ¹⁰ If you believe the substance of John 3:16 and Romans 10:9, then you fall within my definition of a "Christian."¹¹

Perhaps the more ambiguous term is "corporate lawyer." For clarity, we can limit "corporate lawyer" to an attorney who practices in a law firm *146 and whose clients are primarily corporations, other business entities, and those who oversee and run such companies.¹² Corporate lawyers come from countless different practice areas--mergers and acquisitions, corporate and commercial litigation, antitrust, executive compensation, and tax to name a few. Corporate lawyers also represent both plaintiffs and defendants--even in class action and derivative litigation.¹³ And although businesses employ internal corporate lawyers in addition to outside law firms, I'll leave in-house counsel for another day.¹⁴

To attack the question of whether a Christian can practice corporate law, we must explore the potential for corporate attorneys to integrate their religious beliefs with their everyday practice of law. Unfortunately, "law schools teach and lawyers believe that we can compartmentalize ourselves into two beings: a human being and a lawyer being."¹⁵ But we cannot--or at least we should not--do so.¹⁶ Nor should we unnecessarily catalogue our faith and our work as separate from one another. Even the corporation, an entity typically viewed as strictly secular in nature,¹⁷ has a "religious *147 dimension" that must be understood not just to grasp the corporation's history, but also to successfully integrate one's work in a corporate environment with one's faith.¹⁸ Indeed, far from being entirely secular, "the nature and purposes of business corporations are unavoidably religious."¹⁹

The Christian lawyer has a necessary role to play in all of this, even if most of us fail to recognize what that role is.²⁰ For example, the Christian lawyer can "influence legal development so that the law teaches Christian truth and not paganism, Christian love and not merely secular social welfare or secular nationalism."²¹ Likewise, the Christian lawyer can "teach civil disobedience to laws which infringe Christian faith" and, along with her friends in the legislature, "seek reform of oppressive laws."²² The Christian *corporate* lawyer's role is perhaps more pronounced. As we shall see, corporate lawyers possess a unique toolbox full of ways in which we can serve Christ and spread God's love through our work. Far from a profession "to feel ashamed" to be a part of,²³ corporate law presents exciting possibilities for the practicing Christian.

The remainder of this article proceeds as follows. Part II explores the Christian foundations of corporate law, including the Christian origins of many bedrock corporate law principles like equity and fiduciary duties. Part II also explains the Christian roots that underlie the primary tribunal in modern corporation law--the Delaware Court of Chancery. Transitioning to the Christian aims the corporate law helps advance, Part III first debunks the myths that lawyers and large corporations are both inherently evil. Next, Part III touches on several ways in which the business entities that corporate lawyers represent benefit all of us. For example, corporations and other

businesses create wealth that, when used properly, can further Christian objectives. Returning to the role of the corporate lawyer, Part III then outlines the vital moral function that corporate law serves in our *148 society. Part IV explains why the relationship between corporate law and Christianity matters. At best, corporate law has room for moral improvement, and the integration of Christian principles can only help the cause. Part V returns to our original question, and identifies a series of concrete ideas for how Christians in the profession can serve Christ in their work as corporate lawyers. It explains that we have opportunities in the workplace to serve in addition to explicit evangelism. Corporate law, as any profession, presents its own set of opportunities and challenges for the Christian employee. Once armed with the tools with which to integrate our faith and work, we are better prepared to follow God's commandment that we love and serve Him in all that we do.²⁴

II. CORPORATE LAW'S FOUNDATION IN CHRISTIANITY

Believers and non-believers alike are taught from a young age about the many ways in which Christianity has shaped our society over the last two millennia. Early on, indeed shortly after Christ's ascension, "the moral appeal of Christianity" contributed to "the promotion of better living" in the Roman Empire.²⁵ In 1215, Christianity was behind the Magna Carta--the document in which "we first see, enshrined in [the] law, the demand for due process within the judicial system."²⁶ Christianity, in the form of believers seeking religious freedom, then spurred migration to the New World and the creation of "colonies [that] were expressly justified by reference to specific biblical passages."²⁷ And in the last century, the Bible has, among many other things, inspired heroes such as Martin Luther King, *149 Jr. and Mother Teresa to help advance minority and women's rights and reduce poverty in the United States and abroad.²⁸

Lesser known, even among members and scholars of the legal profession, is that much of today's corporate and commercial law owes its beginnings to Christianity and values derived therefrom.²⁹ In many instances, these aspects of the law are based on moral ideals, which are themselves founded, at least in large part, on the Bible's teachings. Other corporate and commercial law doctrines are more explicitly rooted in Christianity. Even the Delaware Court of Chancery owes its origin to Christianity. This religious heritage of corporate law and its chief tribunal is important, as it sets the stage for the current relationship between today's corporate law and the Christian faith.

A. *The Christian Roots of Corporate and Commercial Law Principles*

On their face, corporate statutes and case law dictate what is legal, but not what is moral or ethical--much less what is or is not consistent with the Bible's teachings.³⁰ Instead of drawing clear lines of demarcation, corporate law "creates legal space for human enterprise that may be moral or immoral but it is itself decidedly amoral."³¹ But although corporate law may be "morally neutral,"³² many of its key pillars have been built upon a decidedly Christian foundation. As a result, the professed "systematic secular bias in our corporate law" may be less of a predisposition than a steadily developed preference.³³

*150 Contracts, for example, play a massive role in corporate law, both from a transactional and a litigation perspective. All lawyers have at least a fundamental knowledge of contracts, thanks to their first-year contracts professor's instruction on *Hadley v. Baxendale*,³⁴ *Hamer v. Sidway*,³⁵ and other foundational decisions. But what often goes unmentioned is the origin of contract law. Remarkably, "contract law started ... from the theory that a promise created an obligation to God, and that for the salvation of souls God instituted the ecclesiastical and secular courts with the task, in part, of enforcing contractual obligations to the extent that such obligations are just."³⁶

Equity--a key part of corporate law, at least in the world of litigation--likewise has Christian underpinnings that date back hundreds of years:

The heritage of equity is the ethical tradition of the ecclesiastical chancellors, the tradition of equity and good conscience, complemented by the early heritage of royal dispensation 'for God and in way

of charity' on the behalf of the disadvantaged and, from the 1400s, by the particular moral persuasion involved in the enforcement of uses.³⁷

More recently, under Salic law in medieval Europe, the Church--not any secular judicial system--handled certain equitable matters, including "probate matters" and "testamentary disposition."³⁸ And beyond equity as a general concept, specific equitable principles like estoppel also developed from the largely Christian-based concepts of morality and conscience.³⁹

Today, equity plays an outsized role in corporate law and continues along the path of weaving Christian values into the law itself. At the meta level, equity provides the "moral infrastructure" around which corporate law is built and helps "to endow business activity with an element of moral endeavor."⁴⁰ In doing so, "equity seeks to 'redeem' that which is fallen," and in that way is a "morally laden discourse" reminding us of Christ's *151 redemption.⁴¹ Equity also mirrors Christ's method of teaching, which emphasizes mercy and forgiveness as opposed to strict "legalism."⁴²

Fiduciary duties, another core component of corporate law, also have "biblical beginnings."⁴³ The concept of a "fiduciary" derives from the concept of "faithfulness," and has "its origin in the law of trusts."⁴⁴ Trusts, in turn, "also had a theological origin."⁴⁵ The modern fiduciary can likewise be traced back to the Christian notion of stewardship--that "everything we have ... is a gift from God, and we have an obligation to manage those gifts for the benefit of all."⁴⁶ If that summary of Christian stewardship sounds familiar, it may be because it is (not coincidentally) similar to the role of corporate fiduciaries, who have an obligation to manage and oversee a corporation for the benefit of its stockholders.⁴⁷

In addition to the Christian origin of fiduciary-like roles, the Bible recounts stories of key figures who acted as fiduciaries.⁴⁸ In fact, "Christ is the perfect fiduciary."⁴⁹ He "was an utterly selfless steward" and "taught lessons in morality, including notions of loyalty and care toward others."⁵⁰ Other biblical fiduciaries include Adam and Eve, to whom God gave "dominion over ... every living thing that moves on the earth" and asked *152 "to tend and keep" the Garden of Eden,⁵¹ and the earliest apostles, "stewards of the mysteries of God"⁵² who were "entrusted with the gospel."⁵³

Given the major role fiduciaries play in the Bible, it is perhaps unsurprising that our modern fiduciary duties each have Christian foundations as well. The New Testament stresses that Christ's fiduciaries (*i.e.*, His apostles) must "be found faithful."⁵⁴ Corporate law, in turn, borrows from this guidance in fashioning the ideas of good faith and faithfulness.⁵⁵ Similarly, the duty of care--one of just two "independent fiduciary dut[ies]" under Delaware law⁵⁶ --"is rich with religious meaning."⁵⁷ Biblical passages also underscore corporate law's other independent fiduciary duty, the duty of loyalty.⁵⁸

The skeptic may point out that these corporate law principles--including the concepts of equity and fiduciary duties--"were not legal precepts during biblical times."⁵⁹ That's true. But the mere reality that the biblical events that shaped modern corporate law preceded the legal principles that formed later does not lessen the fact that Christian teachings and values have been a key chisel in the sculpting of modern corporate law.⁶⁰ What matters, at least for the purpose of framing a Christian corporate lawyer's ability to integrate her faith and her religion, is the theological origins behind the law itself. Only through comprehending these underpinnings can we fully grasp the relationship between corporate law and the practice thereof.

*153 *B. Christian Influences in the Formation of Our Courts*

Along with foundational corporate law principles, our judicial system owes its roots to Christianity. The Delaware Court of Chancery, one of few courts of equity jurisdiction remaining in the United States despite their founding-era prevalence,⁶¹ is part of a court system inherited from England.⁶² For its part, the English Court of Chancery had a “cleric origin,”⁶³ and was preceded by “ecclesiastical courts.”⁶⁴ Indeed, the English Chancery was originally occupied by clergymen, which makes sense given that “the Chancellor ... was the representative of the two domains which stood guard over the unity of medieval English society; the domain of the realm and the domain of the Church. It was in the Chancellor, in fact, that the two domains met.”⁶⁵ It was not until 1529 that a lawyer--St. Thomas More-- became Chancellor.⁶⁶

In some ways, the Delaware Court of Chancery continues to operate (at least inadvertently) in recognition of its Christian heritage. “Delaware's chancellors preach and teach in parables and sermons. In response to law's tale of unbridled freedom, the chancellors speak of restraint.”⁶⁷ In the same vein, “we come much closer to understanding the role of courts in corporate law if we think of judges more as preachers than as policemen.”⁶⁸ Instead of relying on an overly robust and unnecessarily comprehensive corporate code, “Delaware corporate law shies away from using ‘laws’ to deter bad behavior and leans ... towards morality tales.”⁶⁹

Significantly, Christianity's impact on the Court of Chancery reemerges from time to time. That is not to suggest that a large portion of the Court's opinions are explicitly focused on religious issues, although some modern decisions discuss religion.⁷⁰ Rather, my reference to this reemergence of Christian origins and themes is an observation that many *154 Delaware corporate opinions are “rich and lengthy morality tales.”⁷¹ And the Court of Chancery's decisions outside of the corporate arena likewise offer lessons in morality and goodness. For example, no case represents the court's “moral courage”⁷² more than its decision in *Belton v. Gebhart*.⁷³ There--in what would become the only decision of five consolidated on appeal that the U.S. Supreme Court affirmed in *Brown v. Board of Education*⁷⁴--the Court of Chancery concluded that “the ‘separate but equal’ doctrine in education should be rejected.”⁷⁵ It is for good reason, then, that the moral-laden *Belton* opinion remains “the Court of Chancery's ‘proudest accomplishment.’”⁷⁶

* * *

These religious foundations are not just thought-provoking anecdotes. Rather, a firm grasp on Christianity's role in forming modern corporate law is necessary for an accurate and complete understanding of corporate law itself.⁷⁷ The Christian lawyer may even have a *duty* to understand the history of her practice area.⁷⁸ As explored below,⁷⁹ corporate law is in need of a reinjection of Christian values and moralities. The Christian origins of both corporate law principles and our judiciary can help facilitate this rejuvenation, particularly by providing a well-intentioned history to which we can return and serving as a reminder of why corporate law exists in the first place.

III. CORPORATE LAW FURTHERS CHRISTIAN OBJECTIVES

The connection between corporate law and Christianity expands beyond the former's foothold in the latter. Leaving historical connections *155 between the two aside, today's corporate law advances key biblical ideas and goals. As an initial matter, despite popular stereotypes and common misconceptions about large companies, those who run them, and those who represent them in court, neither corporations nor their attorneys are inherently evil. Rather, most corporations and lawyers contribute something good to humanity, whether it be in the form of increasing the overall level of societal wealth or through technological innovations and improvements. Even bedrock corporate law principles contribute to Christian aims, in large part through the monitoring role that fiduciary duties play in the management of business entities. And although corporate law's role in furthering Christian objectives does not, by itself, answer the question of whether a Christian corporate lawyer can successfully integrate her faith and work, it does undermine the skeptic's argument that Christianity and corporate law must be incompatible.

A. Neither Lawyers nor Corporations are Inherently Evil

Given the lawyer jokes that every first-year law student hears from her favorite uncle at Thanksgiving dinner, it should come as no surprise that many Americans have a negative perception of attorneys.⁸⁰ Actor Harrison Ford's young son once tellingly remarked: "My daddy is a movie actor, and sometimes he plays the good guy, and sometimes he plays the lawyer."⁸¹ Even many attorneys have negative perceptions of their fellow lawyers and the legal system in general.⁸²

Perhaps more surprising than this widespread negative perception of lawyers is that society has long been skeptical of corporations.⁸³ Even *156 before the birth of Christ, civilizations regarded corporations as evil.⁸⁴ A large part of that animosity remained through our nation's founding,⁸⁵ the turn of the twentieth century,⁸⁶ and even today (at least in regard to large corporations).⁸⁷ There are even those who advocate eliminating private corporations altogether.⁸⁸

One can certainly argue that there is some basis for these perceptions of lawyers and corporations. As to lawyers, the ill-advised acts of a few have certainly contributed to the widely held public perception of the profession.⁸⁹ And lest we forget, "lawyers fare so poorly in the Bible";⁹⁰ it *157 was a lawyer that tried to trip-up Jesus on an undefined term,⁹¹ and a lawyer who "tested Him."⁹² As to corporations, early Americans' distrust was defensible given their rational "fear of unbridled power" post-Revolution.⁹³ More recently, behavior ranging from financial scandals to environmental insensitivity and procrastination has partially justified suspicion toward big business.⁹⁴ And because of the immense influence that corporations yield today, such misbehavior can be serious enough to "negatively affect the moral climate of American society" as a whole.⁹⁵

But despite their partial truth, neither of these longstanding stereotypes are fully justified. After all, leaving aside momentarily the specific practice area of corporation law, the law generally is designed to foster good by providing structure and guidelines that, when followed, have a positive effect.⁹⁶ This is not to say that the law is perfect (because we all know that it is not),⁹⁷ but "the legal system's ultimate aim" is "the advancement of human welfare."⁹⁸ And from the perspective of religion, the law is valuable as both "a means used by God to deal with sin,"⁹⁹ and a system *158 that can allow Christianity to flourish.¹⁰⁰ Certainly then, the law and the attorneys who practice it are not wholly malevolent.

As to corporations and other business entities, they help advance several Christian objectives--even if we do not always associate businesses with such aims.¹⁰¹ At their core, "both religion and corporations share a common fundamental purpose":¹⁰² that of making the world a better place.¹⁰³ That's not to say that all big businesses are perfect, because they decisively are not. But Americans' "reflexive disdain for large businesses exaggerates their malfeasance while misapprehending their vital role in continued American success."¹⁰⁴ And, importantly, corporations are not "inherently evil because they work for a profit."¹⁰⁵ If that were the case, sole proprietorships and local, family-owned companies would be evil as well.¹⁰⁶ But we, as a society, praise small businesses that succeed financially (and rightfully so).¹⁰⁷ So any problem that the general population has with corporations must be unrelated to their "corporate form, standing alone."¹⁰⁸

**159 B. Wealth Creation and Other Benefits of Business Entities*

The point that corporations and their brethren are not *per se* wicked becomes clearer when we identify specific ways in which they benefit society. One of corporations' largest value-adds is the wealth they create for stockholders.¹⁰⁹ This is not a recent development. As early as the Middle Ages, corporations "honeycombed medieval society" by helping to transmit "considerable wealth ... to future generations."¹¹⁰ And, "from the

mid-nineteenth century on, the corporation has had an enormous influence on society," in large part because they "enabled the mass production of consumer goods for the first time," which "led to increases in the general standard of living."¹¹¹ Corporations enabled mass production and consumption, at least in large part by creating competition and preventing monopolies--thus keeping prices affordable for the common consumer. As corporation law has continued to develop, this has remained a principle goal.¹¹² Indeed, "the corporate form" is "the chief engine for business growth today."¹¹³

Of course, the corporation's ability to generate wealth goes beyond opening consumption up to more people. For example, corporations and other business entities increase overall wealth through innovation; they take the "resources of capital and labor" and create "products and services worth more to consumers than the resources that comprise them."¹¹⁴ Further, publicly held corporations provide financial opportunities for retail investors. That is, today's public corporations (and even private ***160** corporations to a lesser extent) "allow[] the ordinary person to increase his wealth ... with relatively little personal knowledge of the market or the business in which he has a share."¹¹⁵ And in addition to the benefits spawned from investment opportunities, large companies lead to societal wealth creation by employing the masses.¹¹⁶ By assisting businesses in becoming and remaining profitable, corporate lawyers help increase and sustain employment levels.¹¹⁷

Whether or not corporations have religious or secular objectives for maximizing profits (and it "may very well be done with an ultimate spiritual objective in mind"),¹¹⁸ the wealth created as an end result of corporate activity is an "unqualified good."¹¹⁹ No one disputes that "more wealth is socially preferable to less wealth. With greater wealth, governmental redistribution schemes allow for the relief of more human suffering and the advancement of various aspects of human welfare."¹²⁰ As a result, wealth creation can--if managed correctly--further Christian missions. And in helping to further such missions, corporate lawyers can contribute to society in a positive manner.¹²¹

Christ cautions against an unhealthy accumulation of wealth on an individual level.¹²² And He warns attorneys specifically against elitism.¹²³ But although "the worship of wealth is idolatry, ... the pursuit of wealth ***161** need not be synonymous with its worship."¹²⁴ Indeed, I am unaware of an instance in which Jesus extends his warnings against individual accretion of wealth to the cumulative wealth of society as a whole.¹²⁵ As a result, the fact that certain vehicles (including corporations and other business entities) "exist to maximize profits is not in itself offensive to Christian teaching if that maximization of profits does not conflict with the virtues."¹²⁶ And corporations are a major source of wealth-creation for America's lower and middle classes, as well as those around the globe.¹²⁷ As such, the accumulation of societal wealth--and the higher global standard of living that accompanies this growth--is hardly inconsistent with Christian ideals.

The large-scale benefits of corporations and other benefits are not limited, of course, to wealth creation. Indeed, "there is nothing in corporate law that precludes a for-profit business corporation from being mission-oriented, even at the sacrifice of some degree of profitability."¹²⁸ Many corporations have utilized this latitude to advance Christian objectives. For example, large corporations have facilitated, either directly or indirectly, most of our "society-changing products, like the Model T or Microsoft Word."¹²⁹ Likewise, "[n]either participatory democracy nor capitalism could exist without the corporation."¹³⁰ And, importantly for purposes of this article, "[t]he development of corporate law" has helped enable these systems and advancements.¹³¹ Corporate lawyers, in guiding ***162** companies to profitability and beyond, deserve their fair share of the credit.¹³²

In identifying some traits that large companies have to offer, my intent is not to argue that big business is the best thing to ever happen, and the be-all and end-all of modern society. It decisively is not.¹³³ My point, rather, is that corporations naturally advance many Christian objectives and, as such, cannot be inherently evil.¹³⁴ Likewise, the lawyers representing corporations are not necessarily aiding and abetting evil. Instead, and contrary to common public perception, corporate lawyers have the opportunity to serve Christ through their work.

C. Corporate Law (and Fiduciary Duties) as a Morality Police

It is not just corporations themselves that further Christian objectives. Rather, corporate law itself makes a significant contribution as, “in many cases, the standard corporate legal work advances the common good.”¹³⁵ Perhaps no element of corporate law advances moral good to a greater extent than fiduciary duties--“a cornerstone” of the law governing business associations.¹³⁶ Although they may not always be thought of as such, fiduciary duties are “imbued with a transcendent morality,”¹³⁷ and “are based on a moral precept.”¹³⁸ These moral foundations are, in turn, “*decidedly Christian in nature.*”¹³⁹ Indeed, fiduciary duties' moral functions are not an academic exaggeration. The Delaware Court of Chancery recognizes their moral utility as well:

A fiduciary duty is not a simple moralism; it supplies an important component of the utility of any form of organization that promotes capital aggregation from many sources. It safeguards investors in placing funds in the hands of others for indefinite periods, without *163 contracted for returns, and in delegating to managers very broad and flexible discretion. It does that by providing a backdrop protection--the fiduciary duty of loyalty--that reduces the need for investors and managers to attempt to specify through contract the agent's authority in the myriad sets of future circumstances that may form the occasion for the exercise of manager discretion over the invested funds.¹⁴⁰

Aside from fiduciary duties as a general matter, more specific fiduciary-duty principles and ideas help advance Christian values. Key corporate law “terms such as ‘good faith,’ ‘fidelity,’ ‘loyalty,’ ‘honesty,’ and ‘devotion’ ... have powerful moral connotations” and predictably play an active role in encouraging ethical conduct on the part of corporate fiduciaries.¹⁴¹ If we drill down on the concept of good faith, for example, we see that the distinction between good faith and bad faith is filled not with hard-and-fast rules, but with flexible doctrine designed to ensure moral behavior from fiduciaries.¹⁴² And as to honesty, the scripture supporting the idea of being truthful is as foundational as it comes.¹⁴³

* * *

Like the overview of corporate law's religious foundations provided above,¹⁴⁴ the ways in which corporate law and its practitioners further Christian objectives are an important piece of the puzzle concerning the Christian corporate lawyer's “cross-fertilization” of her faith and work.¹⁴⁵ Debunking the myth that corporate lawyers are unavoidably evil people--and the related fables that their well-heeled clients are necessarily profit-hungry monsters unconcerned with the greater good and that corporate law is nothing more than a system that enables such greed--is a prerequisite to exploring how such people can serve Christ in the workplace.

Now that we have documented the positive impact that corporations and corporate law continually have, we are better positioned to study the Christian corporate lawyer's role in all of this. But first, one last table-setting matter: why all of this is so important in the first place.

*164 IV. WHY THE LINK BETWEEN CHRISTIANITY AND CORPORATE LAW MATTERS

Leaving aside for the moment corporate law's Christian foundation and the ways in which corporate law can further Christian aims, perhaps a natural question to ask is “why should we care”? More to the point, why is the relationship between corporate law and religion more than an academic anecdote? I can focus on my corporate law practice during the week and go to church on Sundays without any need to link those two worlds, right? Wrong. Aside from the fact that God calls us to keep our faith at the forefront of our entire lives (including our time spent at work), corporate law in particular has a current need for Christian attorneys to weave our Christian values and beliefs into our practice of law.

A. Corruption and Wrongdoing in Corporate Law

To put it mildly, “[a]ll is not well in corporate America.”¹⁴⁶ Anyone who regularly reads the news in America today could fill a treatise examining “the cloud of corporate scandals” in America,¹⁴⁷ which range from #MeToo to workaholism, and from boardroom battles to intra-family feuds. In short, it is no secret that corporate America has needed moral rehabilitation from time to time.¹⁴⁸

The state of corporate law practice is hardly any better. Sadly, it is a profession with “unusual levels of moral smog.”¹⁴⁹ In the last decade alone, numerous corporate attorneys have been indicted for insider trading,¹⁵⁰ embezzlement,¹⁵¹ and other economic crimes.¹⁵² Non-criminal *165 (and non-financial) misconduct is also pervasive, as shown below. Of course, this is just the documented wrongdoing. There is no way to tell, for example, how many corporate lawyers dishonestly “pad” their hours, and to what extent they do so. Perhaps padding hours just makes for good fiction writing, providing the reader a reason to dislike certain characters.¹⁵³ Or perhaps it's a much more pervasive issue than we would like to acknowledge.¹⁵⁴

The extent of misconduct in corporate law goes far beyond the scope of this article. For current purposes, consider a few illustrative examples of corporate lawyers whose actions have highlighted the need for such attorneys to hold themselves to a high moral standard, and for Christian corporate lawyers to lead the way:

- An unnamed Baker McKenzie partner quietly resigned in February 2018 following credible allegations of sexual assault.¹⁵⁵ Inexplicably, “he was promoted after the complaint against him was made,” and even after his departure the firm refused to identify him by name.¹⁵⁶ Months later, Baker McKenzie “announced there were ‘shortcomings’ in how it managed the incident,” which hardly seems to justify their “harboring a sexual assaulter.”¹⁵⁷
- William Voge “was publicly disgraced” in March 2018 when he resigned as the managing partner of Latham & Watkins after admitting that he, a married man, “spent two nights sexting *166 with a married mother of three.”¹⁵⁸ To make matters worse, Voge met the woman while acting “on behalf of a Christian men's group” and eventually threatened her husband.¹⁵⁹
- James Tanenbaum, a corporate law “rainmaker,” resigned his Mayer Brown partnership in March 2018 following credible allegations of sexual misconduct that had given rise to his former departure from Morrison & Foerster.¹⁶⁰ Unfortunately, similar allegations had forced him out of yet another firm 15 years earlier.¹⁶¹
- Michael Cohen, President Trump's infamous personal lawyer and a former attorney at Squire Patton Boggs, pled guilty in August 2018 to eight federal financial crimes, including tax evasion.¹⁶² In sentencing Mr. Cohen, the judge noted that not Mr. Cohen's wrongdoing not only “involved deception” and was “motivated by personal greed and ambition,” but his crimes also “implicate a far more insidious harm to our democratic institutions.”¹⁶³ “As a lawyer,” the judge emphasized, “Mr. Cohen should have known better.”¹⁶⁴

This is, of course, just a sampling of how corporate lawyers have recently misbehaved. America's history is replete with shameful examples of misconduct by corporate attorneys.¹⁶⁵ The important point is less about any individual act of wrongdoing, and more about the very existence of *167 wrongdoing. Lawyers are not innately ethical and virtuous beings, and their technical training and licensures do not provide any magic cloak of morality.¹⁶⁶ That is not to say that all (or even most) lawyers operate in “moral vacuums.”¹⁶⁷ Indeed, it may be true that the practice of law, on average, “tends to make good citizens and good men.”¹⁶⁸ But corporate law is far from a sin-free profession, or even the virtuous line of work to which we can aspire. Corporate law, like many professions in modern-day America, desperately needs a Christian presence.

B. Corresponding Need for Christian Principles for Guidance

A natural response to the misconduct sketched out above is that those lawyers were acting illegally and in clear violation of professional norms. So long as we obey the applicable laws, rules, and regulations, we could tell ourselves, we are blameless in any resulting transgressions. The above examples of wrongdoing are admittedly extreme--designed to illustrate the problems in the profession and the temptations corporate lawyers can face. But, particularly in the legal profession, the bar should be high, especially for the Christian attorney.¹⁶⁹ Indeed, lawyers, especially when acting for their clients, may be uniquely positioned for their moral choices to have a more widespread effect than those of other professionals.¹⁷⁰ As such, the recent shift in lawyers' thinking “from ‘Is it right?’ to ‘Can it be defended?’” is just plain wrong.¹⁷¹

Unfortunately, it is all too tempting to create superficial rationales for thinking that everything is ok. Instead of proactively working to raise the bar for attorney conduct, we often falsely assume that doing the bare minimum is enough, and that safeguards are in place to ensure our fellow attorneys act morally. We think to ourselves, for example:

*168 • “*We have rules and codes of professional conduct, so all is well.*” Legal ethics rules alone are not sufficient.¹⁷² “Indeed, sometimes the rules do not go far enough, and sometimes the rules allow more than an honest lawyer can do.”¹⁷³ It is, obviously, a good thing to establish an absolute floor for what attorney conduct is acceptable. But ethical rules are just that--the “minimally acceptable conduct for lawyers.”¹⁷⁴ Similarly, the floor that rules of professional conduct establish is not necessarily the line at which we can distinguish moral from immoral. Indeed, to the extent that rules of professional conduct “discourage the quest for moral rationality,” they could be viewed as “immoral, not merely amoral.”¹⁷⁵ Finally, the shortcomings of ethical rules are intensified when it comes to corporate law, as such rules are “for the most part implicitly premised on a relationship between an attorney and an individual client” as opposed to a business entity.¹⁷⁶ As a result, many such rules either do not apply to or are not clear as to corporate lawyers, who must then act “with minimal guidance from ethical rules.”¹⁷⁷

*169 • “*As long as I'm not breaking any law, I'm fine.*” Here is another pushing-the-boundary mindset that fares poorly upon even cursory inspection. Although it is true that the law should reflect overarching moral judgments,¹⁷⁸ mere compliance with the law does not guarantee compliance with Christ-like behavior. Rather, “[t]o be godly often requires going far beyond merely being legal.”¹⁷⁹ That is because there are core differences between the way God expects us to act, on the one hand, and legal obligations on the other. The most obvious such distinction is that the law “differentiates legal and moral obligation[s]; only the former is enforceable by our courts.”¹⁸⁰

• “*Law firms will make sure that their attorneys act ethically.*” Fortunately, there are terrific corporate law firms, both small and large, which have robust policies in place to ensure their

attorneys comply with all applicable codes and policies. Nevertheless, law firms have little incentive to supervise their attorneys' ethics, due to both (i) the lack of disciplinary sanctions firms face for their attorneys' wrongdoing,¹⁸¹ and (ii) the limited liability structure upon which most law firms are built.¹⁸² And even if the incentive to supervise existed, huge *170 multinational law firms face various difficulties in trying to monitor each of their attorneys.¹⁸³

These are, of course, just a few of the fallacies of which we too often convince ourselves. In reality, it is difficult for any formal protocol to encompass the moral code of conduct to which we, as Christians, should hold ourselves in the workplace (and elsewhere). The bumper sticker catchphrase WWJD, or "What Would Jesus Do," is flexible guidance and probably the closest we can get to a rule of thumb. After all, Peter instructed us to use Christ's life as "an example" and to "follow in his steps."¹⁸⁴ But even without a concrete set of explicit guidelines for the Christian corporate lawyer, there are many steps we can take, and mindsets that we can adopt, to integrate our faith into our legal practice. The next section begins a dialogue on what these actions and attitudes may look like.

V. CORPORATE LAWYERS CAN BE GOOD CHRISTIANS AT WORK

Although we should strive to integrate our religious beliefs and work, no law or regulation requires an attorney to make her faith a part of her legal practice. The same could be said of almost every profession including, importantly for our purposes, corporate decisionmakers.¹⁸⁵ But nor does anything prohibit a lawyer--even a corporate lawyer--from weaving her faith into her work.¹⁸⁶ To the contrary, corporate law is "open to the potential influence of religious faith."¹⁸⁷ And, when we take advantage of the opportunity, there are "several benefits to be gained from enriching corporate theory and corporate practice with religious discourse."¹⁸⁸

*171 Despite the absence of any mandate to do so, Christian corporate lawyers (as all other Christian lawyers and, for that matter, all other Christian workers in all professions) must actively avoid "a divided life" and instead continually strive to integrate faith into their work.¹⁸⁹ Many "lawyers believe that we can compartmentalize ourselves into two beings: a human being and a lawyer being."¹⁹⁰ But detaching our spiritual life from our professional life is an unnecessary and ill-advised step.¹⁹¹ We cannot (and certainly should not) take off our "Christian hat" when we arrive at the office and don it again as we leave.¹⁹² Instead, we are called to assimilate our faith into our profession, making the former a meaningful part of the latter.¹⁹³ At the most basic level, this requires a conscious effort to ensure that our Christian beliefs form a core part of our law practice.¹⁹⁴ This "integration of faith and work is nothing more than basic Christian living."¹⁹⁵

*172 Of course, the way in which each of us integrates our faith into our work depends on what we do for a living. Put another way: "How one's faith affects the practice of one's vocation depends primarily upon what one's vocation is."¹⁹⁶ This integration of faith and work may come more naturally for some professionals than for others,¹⁹⁷ but lack of ease certainly does not justify lack of effort, or mean that corporate lawyers must become ministers if they wish to serve Christ.¹⁹⁸ In other words, the Christian employee's inability to turn every place of work "into a confessional institution" does not make it impossible for "their work ... to be offered to God's glory."¹⁹⁹ After all, even though Christians practice different crafts, we do so in service to the same God.²⁰⁰ The question, then, is how are corporate lawyers uniquely positioned to bring Christ into their law firms? There are several ways.

First, we must move away from thinking of ourselves as each client's "hired gun." The hired gun mentality is an easy trap in which to fall. Clients pay lawyers to achieve a desired result and, in many cases, get the better of the client's opponent. As a result, it can feel natural for a corporate lawyer to think of herself "as a 'hired gun,' that is, a mercenary--one whose morals are so entirely vicarious that (in metaphor) she ... kills those h[er] client wants to be dead."²⁰¹ This hazard is even more real in corporate litigation, where (i) clients "have the financial means to

hire the best lawyers to pursue cutting-edge, push-the-boundaries lawsuits” even where prosecuting or defending those lawsuits would not be ***173** the path Christ would advise,²⁰² and (ii) a chief way large firms “can compete is by their willingness to yield to their clients' demands.”²⁰³ In the early 2000s, for example, companies like Enron “wanted to push the envelope (or rip the envelope wide open), and the lawyers did their best to facilitate what the clients wanted.”²⁰⁴ Rather than pursue the long-term interests of the companies and their stakeholders, these lawyers “believed that their jobs were to be the corporations' hired guns” and dutifully carried out orders.²⁰⁵ Unfortunately, we all know how that turned out.²⁰⁶

Dangerously, “[h]ired gun thinking leads to an abdication of moral responsibility for our actions.”²⁰⁷ In contrast to the hired gun mentality, a Christian lawyer should have “a moral compass that [leads] him always to say and do the right thing”—*i.e.* “what [is] ethically and humanly right” rather than “whatever unconstrained course of action that might ultimately prove successful for the client.”²⁰⁸ That is, a lawyer should not blindly accede to her clients' demands, even if that is how many in the profession operate.²⁰⁹ An attorney's objectives, for better or worse, matter in corporate law.²¹⁰ And an attorney is not morally blameless when he counsels his corporate client to pursue or permit immoral actions or inactions.²¹¹ That is, a Christian attorney should highlight for her clients ***174** that technical legality does not provide exemption from moral responsibility.

Additionally, a corporate lawyer who pictures herself as her client's hired gun can more easily justify choices that are in fact unjustifiable or, at the very least, of questionable moral grounding. Consider, for example, that humans “have an uncanny ability to talk themselves into thinking that ‘wrong’ is ‘right.’”²¹² A client's willingness to pay large legal fees does nothing to combat the capacity for such delusion. Alternatively, a hired gun lawyer may know full well that contemplated action is “wrong.” But, by rationalizing that her one “act, considered alone, does not cause an immediate harm,” she can tumble down the slippery slope of immorality.²¹³ That single act is not, of course, the full story. Deep down, we all know this. A hired gun, however, “deludes himself into believing that what he does at the office bears no relation to his moral and religious values”²¹⁴—thus feeding the “Christian hat” problem discussed above.²¹⁵ Such a mindset is devoid of reality, especially considering that the work we do for our clients is also done for God.²¹⁶

If a corporate lawyer does not play the part of the hired gun, then what role does she play? The Christian corporate lawyer is a part of the ensemble, a cast member with several roles to play and many opportunities to leave her mark. A large part of her role, for example, is that of “healer and peacemaker.”²¹⁷ Most corporate lawyers perform peacemaking functions on a daily basis, albeit doing so unconsciously in most cases. For their part, transactional lawyers draft purchase agreements “that deal[] in ***175** advance with possible areas of future disagreement.”²¹⁸ Similarly, when done correctly, “litigation itself is a species of peacemaking,” and corporate litigators can help “resolve disputes without recourse to self-help and vigilantism.”²¹⁹ For example, corporate litigation is “a way to check abuses of authority and to provide recompense to those injured by otherwise lawful activity that is carelessly or recklessly conducted.”²²⁰ Alternatively, the corporate litigator can serve a peacekeeping role by encouraging and facilitating alternative dispute resolution.²²¹

Christian corporate lawyers are also called to serve as “gatekeepers,” functioning as “judicial safeguards” against socially harmful and immoral corporate behavior.²²² As gatekeepers, corporate lawyers serve a necessary buoy between management's thoughts and ideas, on one hand, and their actions, on the other hand.²²³ Without a gatekeeper, it is easy for a corporate decisionmaker to get “caught up in powerful market pressures.”²²⁴ A lawyer with a hired gun mentality “can become beholden to corporate management,” stopping the decisionmakers only if “no technically possible interpretation of the law can be found to support” the proposed action.²²⁵ This gives way, all too easily, to “socially destructive ***176** action,” which is oftentimes also action that is contrary to our religious and moral compasses.²²⁶

Gatekeeper lawyers, conversely, “discharge their responsibilities with integrity,” and in doing so “foster the public good.”²²⁷ When necessary, and particularly when doing so is in the “long-term interest ... of society as a whole,” gatekeepers “prevail upon their clients to forbear from exploiting every possible legal advantage.”²²⁸ This does not mean that a lawyer serving as a gatekeeper is always successful in nudging her client in the right direction. It is the client, after all, that must make most major decisions at the end of the day.²²⁹ And an intelligent client recognizes those instances in which the moral path presents a toilsome route to the end goal, or even renders the preferred objective impossible.²³⁰ But the gatekeeper keeps her nose to the grindstone, and continues doing her best.²³¹

Both the peacemaker and gatekeeper mentalities help transform corporate law into “a cause rather than a club” of mercenaries.²³² One would struggle to argue that such a revolution is a net positive, moving away from greed and selfishness and toward altruism.²³³ Clearly then, the Christian corporate lawyer must strive to function as a peacemaker and gatekeeper as opposed to her client's hired gun.

Second, corporate lawyers have the opportunity to serve Christ through counseling their corporate clients.²³⁴ Perhaps this idea seems far-fetched *177 given the traditionally secular relationship between attorney and client. But in his counseling role, a corporate lawyer is (as any lawyer is) “involved in his client's moral choices.”²³⁵ Why, then, should a corporate lawyer shy away from helping a company's leaders make decisions that have moral consequences? After all, professional ethics rules do not forbid attorneys from “giving extralegal--*i.e.*, ethical--advice.”²³⁶ In fact, lawyers may have an affirmative obligation to provide such “extralegal” counsel.²³⁷ The short answer is that no good reason exists for an attorney to advise her corporate clients in a way that sidesteps subjects on which Christ-like counsel may be helpful.²³⁸ Indeed, corporate lawyers may have unique opportunities to serve through client counseling because their clients include “the unreached people groups in the jungles of corporate America,”²³⁹ and because business is a “sphere where religion can contribute to the fostering of virtuous conduct.”²⁴⁰

Although client counseling consists primarily of discussing legal issues and a client's specific legal needs, it need not be an entirely nonspiritual experience. For example, when discussing possible courses of action with a client, a corporate lawyer serving as outside counsel “can often become a voice for the corporate conscience”--“a voice that says ‘no’ when everyone else feels compelled to mumble ‘yes.’”²⁴¹ This is an area in which corporate lawyers as a whole can grow.²⁴² And, as if influencing a company's moral choices in a positive way were not enough, this type of client counseling may “enable an attorney not only to render better legal *178 advice but also, perhaps, to assist in solving some of the deeper problems which the client may have.”²⁴³ That is, client contact serves as “an excellent vehicle for Christian counseling which may solve a client's greatest problem, *i.e.*, his relationship to God.”²⁴⁴

Additionally, both litigators and transactional attorneys must counsel clients about existing case law and precedent. To that end, corporate law opinions can often be read as “parables” and “morality stories,” and corporate lawyers can “use the ‘parables’ in an effort ... to educate their clients about what is expected in the way of appropriate behavior.”²⁴⁵ Indeed, “Delaware opinions can be understood as ... instructive tales--of good managers and bad managers, of good lawyers and bad lawyers.”²⁴⁶ It is “corporate lawyers who digest” these parables and have the opportunity to serve as the conduit through which corporate law opinions and their lessons “influence conduct” of our clients.²⁴⁷ Put another way, advising clients about corporate law often requires a lawyer to “re-tell the story” of fiduciary duties' Christian and moral undertones: “To accurately convey *factually* what Delaware's judges have done in an opinion and to accurately convey *factually* what director and officer fiduciary duties entail, the moral dimension of both must be communicated.”²⁴⁸ The Christian corporate lawyer should not “screen out the moral tone” of such decisions when counseling her clients.²⁴⁹ Instead, she should use the “law as a means of creating situations and relationships in which the kind of sacrificial love which Christ taught can be more effectively shared.”²⁵⁰

Third, we must obey the First Commandment, to “have no other gods.”²⁵¹ Perhaps that sounds too obvious or generic, but it merits attention in a profession where hard-working attorneys devote so much to their profession that the job itself can morph into a god.²⁵² Indeed, “among *179 many lawyers today, work is indeed an idol”²⁵³ -- a nasty obsession that, if we confront reality, can have life-ending consequences.²⁵⁴ Simply put, workaholism is incompatible with serving Christ to the best of our abilities.²⁵⁵

In addition to avoiding workaholism, “[w]e need to take care that we don't use the doctrine of vocation as an excuse for seeking our glory rather than God's.”²⁵⁶ This is a cause for concern throughout today's “selfie culture,” a social order in which we take more pride in our career path than our character.²⁵⁷ But the danger of working for our own glory is especially widespread in corporate law, where “a lawyer's billable hours” and “stable of clients” are often key determinants of an employee's worth and career path, as opposed to “a lawyer's devotion to family or public service, or a lawyer's innate sense of fairness, or even a lawyer's skill at trying cases or closing deals.”²⁵⁸ Regrettably, corporate attorneys as a whole are also too concerned with prestige, which is inconsistent with our role as Christian lawyers.²⁵⁹ The widespread “Big Law” culture unfortunately fertilizes corporate law's materialism and prestige epidemic, and has done so for some time.²⁶⁰ As Christians in the profession, we need to take an active role in reversing this trend.

*180 As corporate lawyers, we are capable of (indeed, susceptible to) worshipping false idols other than our jobs themselves. The second big culprit is money.²⁶¹ For better or worse, many lawyers (and especially litigators) are competitive by nature.²⁶² And to some, unfortunately, “money is just a way to keep score.”²⁶³ This problem is particularly acute in the world of corporate law. First, corporate clients are often “more than willing to pay ... inordinately high fees” to further their interests, increasing the amount of law firms' revenue.²⁶⁴ Second, the legal profession has evolved to support a culture in which the typical corporate law firm at best “tolerates,” and at worst “actively encourages,” this obsession with money.²⁶⁵ This focus on money not only creates the danger *181 of a false idol, but also tempts a lawyer to prioritize her fee over the client's best interests.²⁶⁶

This is not to say that all corporate lawyers are money-hungry monsters. As we have already seen, they are not.²⁶⁷ And there is, of course, more to life than money, and wealth is not the only driver of human behavior.²⁶⁸ But we too often use the size of our paycheck as a de facto measuring stick of our self-worth. We need to avoid this.²⁶⁹ The Bible demands that we avoid this.²⁷⁰ Earthly affluence is worth little to the man or woman whose soul is lost at sea.²⁷¹ Just ask Tolstoy's Ivan Ilyich, the avaricious, career-obsessed attorney who in his last days realized just how trivial his earthly endeavors really were.²⁷²

There are many ways other than those enumerated above in which corporate lawyers can serve Christ. I will not endeavor to compile an exhaustive list, but a few more methods are worth mentioning:

- *Pro bono practice* - “For the Christian lawyer, *pro bono* can never be simply a matter of charity. It is not something *extra* that I do in addition to my other more-important and lucrative work. It is not the icing on the cake.”²⁷³ Rather, *pro bono* work is what God requires of the Christian lawyer. For *182 corporate lawyers, *pro bono* opportunities are one of the ways in which we can “do justice to the poor and needy”--something we are not always able to do in our billable hours.²⁷⁴ Many corporate litigators I know often volunteer, for example, in family courts--representing indigent children, parents, and guardians. Likewise, Christian corporate transactional attorneys can help draft formational documents for small businesses and non-profit entities: “A lawyer who assists an inventor in setting up a corporation is doing something good.”²⁷⁵

- *Engagements that prevent immoral conduct* - Certain engagements with corporate clients lend themselves particularly well to fostering integrity through preventing immoral and illicit actions. “For example, by helping a business-entity client create a sexual-harassment policy, the client might avoid incidents of sexual harassment in the workplace.”²⁷⁶ Alternatively, a corporate attorney may advise a client on non-discriminatory hiring practices or assist a client in drafting a whistleblower policy.

- *Service at church* - An attorney's “unique experience” makes him well-suited to serve as “one of the key laymen in the church today.”²⁷⁷ As for corporate lawyers specifically, we develop a certain skill-set that we can put to use serving our local congregations--such as on a church finance committee or as a church treasurer. Not only does God ask that we use our earthly talents in such ways,²⁷⁸ but service in the church may even help hone our legal skills.²⁷⁹

***183** • *Interactions with coworkers and fellow attorneys* - Lawyers, like members of every profession, can practice “nudge evangelism” in the workplace-- not overtly preaching the Gospel or scaring coworkers or professional peers into salvation, but encouraging them to proceed in the right direction.²⁸⁰ A tender method of “gently pushing people off their seats” is oftentimes more effective than “driving them to their knees.”²⁸¹

- *Using God's gifts* - Although it is not specific to corporate law, or even the legal profession, we can honor God by using the gifts He gave us to the best of our abilities.²⁸² Professional skills, including legal talents, are no different.²⁸³ In the world of corporate law, we use God's gifts by “‘jumping through hoops’ for our clients” to provide the strongest representation possible.²⁸⁴

As we can see, there are many ways for a corporate lawyer to serve and honor Christ in her profession. This is not to say that blending faith and corporate law is easy; it is decisively not. The Bible's teachings are often explicit, which often makes observing those teachings a taxing endeavor.²⁸⁵ But the effort is worth the sweat it requires, for both the Christian lawyer and the corporate environments in which we work. On an individual level, “[t]he blending of faith and work” helps us “regain a sense of meaning and spiritual wholeness through work.”²⁸⁶ Weaving morals into the workplace ***184** can also accelerate our professional growth and development.²⁸⁷ As to the corporate office, serving as “a light that shines in a dark place”²⁸⁸ helps, among other things, to “‘make the business world more diverse.’”²⁸⁹ These are meaningful consequences. Corporate law itself becomes “a richer system” by incorporating religious dimensions.²⁹⁰ There is reason to believe that similar benefits will follow a fuller integration by corporate lawyers of faith into our work.

VI. CONCLUSION

There are many of us--lawyers and laymen alike--who are quick to question whether a Christian lawyer representing sophisticated, well-healed corporate clients could truly be serving Christ in the workplace.²⁹¹ The truth is that no lawyer is perfectly moral, or a perfect Christian.²⁹² Indeed, perfection is beyond our earthly reach.²⁹³ But our limitations do not compel that we give up trying, or require that we embody the antithesis of morality. Instead, imperfection should drive the Christian corporate lawyer to “aim high.”²⁹⁴ I won't be the one

to deny that “lawyering is a continuing *185 moral adventure.”²⁹⁵ My point, rather, is that corporate law is a moral bronco worth riding, not one to put out to pasture.

The United States has long been “a religious people”—a country whose “institutions presuppose a Supreme Being.”²⁹⁶ But Americans as a whole are losing sight of religion, and are struggling to integrate their faith with their work.²⁹⁷ For its part, corporate law has long been a staple of American jurisprudence,²⁹⁸ and corporate lawyers—far from being the unredeemable villains as which we are oftentimes portrayed—are uniquely positioned to lead by example in the effort to integrate faith and the law.²⁹⁹ We need to remain mindful of such opportunities to drive change, of which there are many. And more importantly, we need to take advantage of the chances we receive to serve Christ in our corporate law practice.

Footnotes

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¹ See generally JOSEPH G. ALLEGRETTI, *THE LAWYER'S CALLING: CHRISTIAN FAITH AND LEGAL PRACTICE* (1996); MICHAEL P. SCHUTT, *REDEEMING LAW, CHRISTIAN CALLING AND THE LEGAL PROFESSION* (2007); Charles P. Curtis, *The Ethics of Advocacy*, 4 *STAN. L. REV.* 3 (1951). Still others have considered the ability of professionals as a whole to integrate their faith into their work. See generally THOMAS L. SHAFFER, *FAITH AND THE PROFESSIONS* (1987).

² See generally Stephen M. Bainbridge, *The Bishops and the Corporate Stakeholder Debate*, 4 *VILLANOVA J. L. & INV. MGMT.* 3 (2002); Susan J. Stabile, *Using Religion to Promote Corporate Responsibility*, 39 *WAKE FOREST L. REV.* 839 (2004).

³ See Jack B. Jacobs, *Delaware Receivers and Trustees: Unsung Ministers of Corporate Last Rites*, 7 *DEL. J. CORP. L.* 251, 251 (1982) (“If it is not unfair to speak of winding up a ... corporation's affairs as a rite of passage, then it would also be accurate to characterize trustees and receivers, at least metaphorically, as the ministers of those rites.”).

⁴ Lyman Johnson, *Re-Enchanting the Corporation*, 1 *WILLIAM & MARY BUS. L. REV.* 83, 87 (2010); see also Lyman P.Q. Johnson, *Faith and Faithfulness in Corporate Law*, 56 *CATHOLIC U. L. REV.* 1, 23 (2006) (“Certainly, the prevailing discourse in corporate legal theory is decidedly secular.”).

⁵ See Henry Nuss III, *The Christian Lawyer*, 16 *SW. L.J.* 262, 269 (1962) (observing the unfortunate reality “that many have viewed the separation of law from justice, from moral and religious standards, as a triumph of modern jurisprudence”); James M. Washington, *An Historical Perspective of Religion's Views of the Law of Church and State: The Crisis in the Sanctity of Conscience in American Jurisprudence*, 42 *DEPAUL L. REV.* 11, 58 (1992) (identifying the “intellectual bifurcation” between “jurisprudence” and “moral sense or moral duty”).

⁶ Johnson, *Re-enchanting the Corporation*, *supra* note 4, at 88-89.

- 7 Judith McMorrow & Luke M. Scheuer, *The Moral Responsibility of the Corporate Lawyer*, 60 CATH. U. L. REV. 275, 300-01 (2011).
- 8 See SHAFFER, *supra* note 1, at 13 (“Those of us who claim that the interesting question in professional ethics is, ‘Is it possible to be a good person and a doctor or lawyer?’ and who then claim that the way to answer the question is to learn from lawyer and doctor stories, have to consider whether it is accurate to charge that the ethics of character is subjective or irrational or relativistic”).
- 9 See *1 Corinthians* 1:10 (“Now I plead with you, brethren, by the name of our Lord Jesus Christ, that you all speak the same thing, and that there be no divisions among you, but that you be perfectly joined together in the same mind and in the same judgment.”). Unless otherwise noted, all citations to The Bible are to the New King James Version.
- 10 John Wesley, *On a Catholic Spirit* (1771), <http://www.crivoice.org/cathspirit.html>; see also *2 Kings* 10:15.
- 11 See *John* 3:16 (“For God so loved the world that He gave His only begotten Son, that whoever believes in Him should not perish but have everlasting life.”); *Romans* 10:9 (“[I]f you confess with your mouth the Lord Jesus and believe in your heart that God has raised him from the dead, you will be saved.”).
- 12 Defining the term “corporate lawyer” in this way is not to imply that corporate lawyers cannot represent individual persons, or groups of individuals. Of course they can. Similarly, although this article often uses the term “corporation,” the concepts and theories discussed herein apply equally in most circumstances to attorneys representing partnerships, limited liability companies, and other types of business entities.
- 13 This is especially true given that most stockholder plaintiffs today are institutional investors (albeit holding individuals’ capital), private equity funds, litigation-driven funds, and other business entities. See Donald F. Parsons, Jr. & Jason S. Tyler, *Docket Dividends: Growth in Shareholder Litigation Leads to Refinements in Chancery Procedures*, 70 WASH. & LEE L. REV. 473, 501 (2013) (“Over the last several decades, the identity of lead plaintiffs in shareholder representative actions--and, indeed, the shareholder profile of corporate America--has shifted away from individuals to institutions.” (citing Jack B. Jacobs, “*Patient Capital*”: *Can Delaware Corporate Law Help Revive It?*, 68 WASH. & LEE L. REV. 1645, 1650 (2011))).
- 14 Although the scope of this article is limited to outside counsel, others have discussed the ethical and moral issues that in-house attorneys face in their roles. See, e.g., Alan L. Silverstein, *Ethical Issues Facing Corporate Counsel*, 13 ANTITRUST 18 (1998); H. Lowell Brown, *Ethical Professionalism and At-Will Employment: Remedies for Corporate Counsel when Corporate Objectives and Counsel’s Ethical Duties Collide*, 10 GEO. J. LEGAL ETHICS 1 (1996); Drew L. Kershen, *Ethical Issues for Corporate Counsel in Internal Investigations: A Problem Analyzed*, 13 OKLA. CITY U. L. REV. 1 (1988).
- 15 SCHUTT, *supra* note 1, at 78; see also Nuss, *supra* note 5, at 272 (“It is possible, of course, for the lawyer to practice law and never permit his beliefs and principles to come to the fore; he can be a technician and remain strictly within the requirements of the law.”); Deborah L. Rhode, *Ethical Perspectives on Legal Practice*, 37 STAN. L. REV. 589, 617 (1985) (“Conventional law school courses not only demythologize doctrine, they also reinforce a skepticism about its underlying moral foundations.”).
- 16 See Ronald J. Colombo, *Religious Conceptions of Corporate Purpose*, 74 WASH. & LEE L. REV. 813, 819-20 (2017) (describing the “long and venerable tradition within which practically everything we say, do, and encounter ought to be treated as a matter of religious concern,” and advocating against the “compartmentalization” of “faith and work”).

- 17 See *id.* at 821 (“[J]ust as many separate faith and work, still more view the corporation as an inherently and thoroughly secular institution.”); Stabile, *supra* note 2, at 841 (noting “that the questions of the nature of the corporation and of the role of law in regulating corporate entities have most typically been approached through a rationalist and secular lens”).
- 18 See Johnson, *Faith and Faithfulness*, *supra* note 4, at 2-3 (“The vocabulary of corporate law theory may be secular because that which is observed--the corporation--is thought to be a wholly secular institution best understood solely in secular terms, or because the overarching conceptual framework of most scholars is itself exclusively secular, thereby overlooking the corporation's religious dimension. A business corporation, however, is not, and need not be, inherently secular in nature.”).
- 19 Colombo, *supra* note 16, at 814; see also *id.* at 817 (arguing “that religion and the corporation have a lot to do with one another”).
- 20 See SCHUTT, *supra* note 1, at 17 (noting that “most Christians in the law do not know what following Christ really means as a practical matter to their daily work”); *id.* at 81 (“Not only do lawyers fail to think of their work as ministry, they have usually not given a moment's thought to whether their particular work is good work by God's standard.”).
- 21 Harold J. Berman, *The Influence of Christianity Upon the Development of Law*, 12 OKLA. L. REV. 86, 97 (1959).
- 22 *Id.*
- 23 Thomas D. Morgan, *The Client(s) of a Corporate Lawyer*, 33 CAP. U. L. REV. 17, 22 (2004) (“Ordinarily, corporate lawyers should have no reason to feel ashamed of what they do.”).
- 24 See *Deuteronomy* 10:12-13 (“And now, Israel, what does the Lord your God require of you, but to fear the Lord your God, to walk in all His ways and to love Him, to serve the Lord your God with all your heart and with all your soul, and to keep the commandments of the Lord and His statutes which I command you today for your good?”); *Matthew* 22:37-38 (“Jesus said to him, ‘You shall love the Lord your God with all your heart, with all your soul, and with all your mind.’ This is the first and great commandment.”).
- 25 Arthur Cushman McGiffert, *The Influence of Christianity Upon the Roman Empire*, 2 HARV. THEOLOGICAL REV. 28, 45-47 (1909).
- 26 NICK SPENCER, *THE EVOLUTION OF THE WEST: HOW CHRISTIANITY HAS SHAPED OUR VALUES* 39 (2018).
- 27 Geoffrey R. Stone, *The World of the Framers: A Christian Nation?*, 56 UCLA L. REV. 1, 3 (2008). The fact that these immigrants were Christians is not to say, however, that New England's early Pilgrims and Puritans were entirely wholesome, as their “moral righteousness ... is a matter of contention” among modern scholars. HEIKE PAUL, *THE MYTHS THAT MADE AMERICA: AN INTRODUCTION TO AMERICAN STUDIES* 138 (2014). Nor does it mean that all (or even most) early American settlers came for religious reasons. Indeed, convicts, poor, and homeless Englishmen account for a large portion of early colonists. See NANCY ISENBERG, *WHITE TRASH: THE 400-YEAR UNTOLD HISTORY OF CLASS IN AMERICA* 20-23 (2016).

- 28 See STEVE GREEN & JACKIE GREEN, *THE DANGEROUS BOOK: HOW THE BIBLE HAS SHAPED OUR WORLD AND WHY IT STILL MATTERS TODAY* 1 (2017).
- 29 Not coincidentally, even “the corporation originated in the twofold need of religious communities ... for independence and self-subsistence. Their motive was profit, in the sense that they needed to be sufficiently productive to have time for other things (prayer, honoring the dead) besides mere subsistence.” MICHAEL NOVAK, *TOWARD A THEOLOGY OF THE CORPORATION* 2 (1981); see also Stabile, *supra* note 2, at 868 n.111 (discussing Max Weber’s argument “that the origin of the spirit of modern capitalism is to be found in Christian (specifically Calvinist) asceticism”); Mary Szto, *Limited Liability Company Morality: Fiduciary Duties in Historical Context*, 23 QUINNIPIAC L. REV. 61, 108 (2004) (“[T]he corporation is ... rooted in Roman law and theological concepts. Before the mid-1800s, its use was mainly for public, charitable, and ecclesiastical purposes.”); *id.* at 113 (explaining that “the corporation harks back to the body of Christ”).
- 30 See Walter Block & J.H. Huebert, *Defending Corporations*, 39 CUMBERLAND L. REV. 363, 367 (2009) (“Corporate law, like any other law, merely sets down rules for how individual people may and may not legally act.”).
- 31 Lyman Johnson, *Counter-Narrative in Corporate Law: Saints and Sinners, Apostles and Epistles*, 2009 MICH. ST. L. REV. 847, 855; see also McMorrow & Scheuer, *supra* note 7, at 287.
- 32 Johnson, *Counter-Narrative in Corporate Law*, *supra* note 31, at 849 (internal quotation marks omitted); see also D. Stephen Long, *Corporations and the Common Good*, 4 AVE MARIA L. REV. 77, 80 (2006) (“The corporation is a neutral vehicle that produces neither virtue nor vice; it merely reflects the cultural values that sustain it.”).
- 33 Azizah al-Hilbri, *On Being a Muslim Corporate Lawyer*, 27 TEX. TECH L. REV. 947, 960 (1996).
- 34 9 Ex. 341 (1854).
- 35 27 N.E. 256 (N.Y. 1891).
- 36 HAROLD J. BERMAN, *FAITH AND ORDER: THE RECONCILIATION OF LAW AND RELIGION* 195-96 (1993).
- 37 William T. Quillen, *Constitutional Equity and the Innovative Tradition*, 56 LAW & CONTEMP. PROBS. 29, 49 (1993).
- 38 Szto, *supra* note 29, at 93-94.
- 39 See *Estate of Golden*, 1997 WL 695567, at *4 (Del. Ch. Oct. 17, 1997) (“It is not to be doubted that the principle of estoppel is founded on morality and justice. It is concerned with conscience and equity. It is a protection thrown around an innocent person upon whom deception has been practiced” (quoting *Loper v. Loper*, 170 A. 804, 806 (Del. Super. Ct. 1934))).
- 40 Johnson, *Counter-Narrative in Corporate Law*, *supra* note 31, at 873-74.

- 41 *Id.* at 849; *see also id.* at 856 (“Equity seeks to ... redeem the corporation from the grip of voracious, self-serving managers seeking untoward personal advantage. Equity honors the freedom accorded managers under law, but redirects their focus to the well-being of others, and equity strives to instill an element of self-sacrifice while maintaining an overall sense of financial fair play. As in the biblical narrative, innate human frailty and fallenness permeate human (commercial) life, unchecked, indeed facilitated, by the license of ‘law,’ until a redemptive counterforce, here equity, intercedes.”).
- 42 *See id.* at 859 (“The Gospels caution against legalism, as seen in Christ's defiance of the rule-bound Pharisees by healing on the Sabbath, and in His deep compassion for the woman caught in adultery. He did not excuse legal non-compliance, but insisted that it be practiced along with ‘the more important matters of the law--justice, mercy and faithfulness.’” (quoting *Matthew* 23:23)).
- 43 Szto, *supra* note 29, at 98; *see also* Myron T. Steele, *The Moral Underpinnings of Delaware's Modern Corporate Fiduciary Duties*, 26 NOTRE DAME J.L ETHICS & PUB. POL'Y 3, 5 (2012) (discussing the “theological genesis” of fiduciary duties).
- 44 *See* Joseph T. Walsh, *The Fiduciary Foundation of Corporate Law*, 27 J. CORP. L. 333, 333 (2002) (“The fiduciary concept ... had its origin in the law of trusts, where its literal meaning--faithfulness--correctly described the duty or responsibility owed by one who held title, but not ownership, to property of another”); *see also* Steele, *supra* note 43, at 6 (“With the emergence of modern business associations, practitioners evolved trust law to address new circumstances, and modern corporate fiduciary duties followed.”).
- 45 Szto, *supra* note 29, at 97.
- 46 Stabile, *supra* note 2, at 854.
- 47 That is, because corporate officers and directors “stand in a fiduciary [relationship] to the corporation and its stockholders,” *Guth v. Loft, Inc.*, 5 A.2d 503, 510 (Del. 1939), they have a duty “to protect the interests of the corporation and to act in the best interests of its shareholders,” *Cede & Co. v. Technicolor, Inc.*, 534 A.2d 345, 360 (Del. 1993).
- 48 *See* Szto, *supra* note 29, at 87 (“Fiduciary duties in the biblical tradition begin in the Genesis creation account. The human mission on earth is being a fiduciary, a steward of God's and other's property. Israel is a fiduciary. So is Jesus Christ.”).
- 49 *Id.* at 88; *see also id.* (“He is the selfless steward who lays down his life for others. By dying and rising, he enables those who accept him to have an eternal permanent inheritance.”).
- 50 Steele, *supra* note 43, at 5.
- 51 *Genesis* 1:28; *Genesis* 2:15.
- 52 *1 Corinthians* 4:1.

- 53 *1 Thessalonians 2:4*; see also *1 Timothy 6:20-21* (“O Timothy! Guard what was committed to your trust, avoiding the profane and idle babblings and contradictions of what is falsely called knowledge--by professing it some have strayed concerning the faith.”).
- 54 *1 Corinthians 4:2*.
- 55 See Lyman P.Q. Johnson, *Faith and Faithfulness in Corporate Theory*, 56 CATHOLIC U. L. REV. 1, 25-31 (2006) (comparing the discussion of faithfulness in *In re Walt Disney Co. Derivative Litigation*, 907 A.2d 693 (Del. Ch. 2005), *aff'd*, 906 A.2d 27 (Del. 2006), with Biblical teachings about faithfulness); see also *In re Caremark Int'l Inc. Derivative Litig.*, 698 A.2d 959, 967-68 (Del. Ch. 1996) (suggesting that there may be no “moral basis” on which a stockholder can attack “a good faith business decision of a director as ‘unreasonable’ or ‘irrational’”).
- 56 *Stone v. Ritter*, 911 A.2d 362, 370 (Del. 2006).
- 57 Colombo, *supra* note 16, at 821; see also Johnson, *Re-Enchanting the Corporation*, *supra* note 4, at 98-99 (“Care is a concept central to many religious faiths, including Christianity, ... and it is a key doctrine in corporate law itself”).
- 58 See, e.g., *1 Kings 8:61*; *1 Chronicles 28:9*; *Matthew 6:24*.
- 59 Steele, *supra* note 43, at 6.
- 60 See Colombo, *supra* note 16, at 821 (explaining that “early theological examples ... provide the starting point for the moral foundation of modern corporate fiduciary duties”).
- 61 See Solon D. Wilson, *Courts of Chancery in America--Colonial Period*, 18 AM. L. REV. 226 (1884) (“Prior to the Revolution courts of chancery had existed in some shape or other in every one of the thirteen colonies.”).
- 62 CY LIBERMAN & JAMES M. ROSBROW, *THE DELAWARE CITIZEN* 78 (1952); see also William T. Quillen & Michael Hanrahan, *A Short History of the Delaware Court of Chancery--1792-1992*, 18 DEL. J. CORP. L. 819, 820-22 (1993).
- 63 Quillen & Hanrahan, *supra* note 62, at 821 n.5.
- 64 Szto, *supra* note 29, at 95.
- 65 BERMAN, *supra* note 36, at 71.
- 66 Quillen & Hanrahan, *supra* note 62, at 821 n.5.
- 67 Johnson, *Counter-Narrative in Corporate Law*, *supra* note 31, at 850.

- 68 Edward B. Rock, *Saints and Sinners: How Does Delaware Corporate Law Work*, 44 UCLA L. REV. 1009, 1016 (1997).
- 69 *Id.* at 1101.
- 70 *See, e.g., In re Rick*, 1996 WL 361526, at *2 (Del. Ch. June 10, 1996); *In re Garrett*, 547 A.2d 609, 612 (Del. Ch. 1988).
- 71 William J. Carney & George B. Shepherd, *The Mystery of Delaware Law's Continuing Success*, 2009 U. ILL. L. REV. 1, 74; *see also supra* note 69 and accompanying text.
- 72 William T. Allen, *The Honorable Collins J. Seitz: Greatness in a Corporate Law Judge*, 16 DEL. LAW. 5, 7 (1998).
- 73 87 A.2d 862 (Del. Ch. 1952).
- 74 349 U.S. 249 (1955).
- 75 *Belton*, 87 A.2d at 865.
- 76 William H. Rehnquist, *The Prominence of the Delaware Court of Chancery in the State-Federal Joint Venture of Providing Justice*, 48 BUS. LAW. 351, 353 (1992); *see also* William J. Brennan, Jr., *The Courage of Collins Seitz*, 40 VILL. L. REV. 547, 549-50 (1995).
- 77 *See* Colombo, *supra* note 16, at 815 (explaining that “a failure to perceive the significant contribution that religious traditions and perspectives can have on our understanding of the corporation yields an approach to corporate law that is sapped of its full potential vibrancy and robustness”); Stabile, *supra* note 2, at 897 (characterizing the idea that “our legal and political systems are divorced from any underlying theological and ethical worldview” as “a fiction”).
- 78 *See* SCHUTT, *supra* note 1, at 157 (arguing that lawyers have an “obligation ... to know our past and to know the wisdom of our forebears on such subjects as the nature and source of the law itself”).
- 79 *See infra* Part IV.
- 80 One study found that “[o]nly 18 percent of Americans think lawyers contribute a lot to society,” the lowest percentage of all professions surveyed. Kent Hoover, *Only Lawyers Valued Less than Business Executives*, *Pew Survey Finds*, BUSINESS FIRST (July 12, 2013), <https://www.bizjournals.com/louisville/news/news-wire/2013/07/12/only-lawyers-valued-less-than-business.html?page=all>. Another survey classified lawyers, along with CEOs and accountants, among the “ambivalently perceived high-competence” professions that “earn respect but not trust.” Susan T. Fiske & Cydney Dupree, *Gaining Trust as well as Respect in Communicating to Motivated Audiences About Science Topics*, PNAS (2014), http://www.pnas.org/content/pnas/111/Supplement_4/13593.full.pdf. This is, of course, not a new phenomenon. *See* ANTHONY T. KRONMAN, *THE LOST LAWYER: FAILING IDEALS OF THE LEGAL PROFESSION* 1 (1993) (noting that “there have always been those who questioned the honesty and trustworthiness of lawyers”); Paul A. Teschner, *Lawyer Morality*, 38 GEO. WASH. L. REV. 789, 807 (1970) (“From the beginning, lawyers have not been favored in society.”).

- 81 LAWYER'S WIT AND WISDOM 41 (Bruce Nash et al, eds., 1995).
- 82 This is unfortunate, as “treating the legal system or its components as evil is itself an abandonment of one's calling as a Christian lawyer.” SCHUTT, *supra* note 1, at 201.
- 83 See Novak, *supra* note 29, at 5 (“Some theologians today write as if corporations were evil forces and, indeed, as if democratic capitalism as a whole were incompatible with Christianity.”); Thomas Thacher, *Federal Control of Corporations*, 14 YALE L.J. 301, 309 (1905) (discussing “the evils of over-capitalization, fraud in promotion, deceit in financial statements, dishonesty in corporate management, [and] other evils touching those who are or would become participants in industrial combinations”).
- 84 See Henry Wade Rogers, *Corporations*, 11 YALE L.J. 223, 231 (1902) (“[T]he Romans came to regard private corporations with the utmost jealousy and distrust. ‘Down with Corporations!’ became a familiar cry, and in the year 64 B.C. a statute was enacted which dissolved most of them.” (internal quotation marks omitted)).
- 85 See Stephen R. Barley, *Corporations, Democracy, and the Public Good*, 16 J. MANAGEMENT INQUIRY 201, 202 (2007) (“[M]any of the colonists who fought the American Revolution and several of the founding fathers who wrote the Constitution were not particularly fond of corporations.”).
- 86 See Rogers, *supra* note 84, at 231 (“The power which private corporations possess is so great and their capacity for mischief so boundless that serious men have realized the absolute necessity which exists in this country of devising restraints for the protection of society.”); *id.* at 239 (“The American statesman and the American lawyer is no less concerned over the problems which relate to public corporations.”); see also MARSHALL B. CLINARD & PETER C. YEAGER, CORPORATE CRIME 4 (1980) (examining the “[h]ostility to big business” that “culminated in the 1890 Sherman Antitrust Act”).
- 87 See Robert D. Atkinson & Michael Lind, *Is Big Business Really that Bad?*, The Atlantic (Apr. 2018), <https://www.theatlantic.com/magazine/archive/2018/04/learning-to-love-big-business/554096/> (“Today, you need not travel to the lunatic fringes to find suspicion of Big Business. A majority of Americans now view large businesses as self-serving and self-dealing. Only 21 percent of respondents to a 2017 Gallup poll said they have a “great deal” or even ‘quite a lot’ of confidence in Big Business.”); Bourree Lam, *Quantifying Americans’ Distrust of Corporations*, THE ATLANTIC (Sept. 25, 2014), <https://www.theatlantic.com/business/archive/2014/09/quantifying-americans-distrust-of-corporations/380713/> (finding that “[o]nly 36 percent of Americans feel corporations are a ‘source of hope’ and that “[n]early half of Americans surveyed feel that corporations have too much influence on the future of the U.S. economy”); Shiva Maniam, *Most Americans See Labor Unions, Corporations Favorably*, PEW RESEARCH CENTER (Jan. 30, 2017), <http://www.pewresearch.org/fact-tank/2017/01/30/most-americans-see-labor-unions-corporations-favorably/> (finding that 56% of American adults “have a favorable view of ... business corporations”); Frank Newport, *Americans Similarly Dissatisfied With Corporations, Gov’t*, GALLUP (Jan. 17, 2013), <https://news.gallup.com/poll/159875/americans-similarly-dissatisfied-corporations-gov.aspx> (reporting that 35% of Americans were “very or somewhat satisfied with the size and influence of major corporations” in January 2013, down from a high of 50% in January 2002).
- 88 See *What is Democratic Socialism?*, Democratic Socialists of America, <https://www.dsausa.org/about-us/what-is-democratic-socialism/> (“In the short term we can't eliminate private corporations, but we can bring them under greater democratic control.”); see also Stephen Miller, *The Fantasy of ‘Democratic Socialism’*, WALL ST. J., Oct. 27, 2018, at A11. As one commentator on an early draft of this article aptly observed, the public's mistrust of institutions is not limited to business entities. Certain pockets of the public are

skeptical, for example, about churches. And as with corporations, public wariness of religious groups and associations can hamper those institutions' ability to fulfill and grow their missions.

- 89 See Alan Dershowitz, in *LAWYER'S WIT AND WISDOM* 164 (Bruce Nash et al, eds., 1995) (“Any profession that suffers from so foul a reputation must, in some way, provoke it.”); see also *infra* Part IV.A.
- 90 Kenneth W. Starr, *Christian Life in the Law*, in *CAN A GOOD CHRISTIAN BE A GOOD LAWYER: HOMILIES, WITNESSES, & REFLECTIONS* 47, 47 (Thomas E. Baker & Timothy W. Floyd eds., 1998).
- 91 See *Luke* 10:25-29 (“[A] certain lawyer stood up and tested Him, saying, ‘Teacher, what shall I do to inherit eternal life?’ He said to him, ‘What is written in the law? What is your reading of it?’ So he answered and said, ‘You shall love the Lord your God with all your heart, with all your soul, with all your strength, and with all your mind, and your neighbor as yourself.’ And He said to him, ‘You have answered rightly; do this and you will live.’ But he, wanting to justify himself, said to Jesus, ‘*And who is my neighbor?*’” (emphasis added)).
- 92 *Id.*; see also *Matthew* 22:35-36 (“Then one of them, a lawyer, asked Him a question, testing Him, and saying, ‘Teacher, which is the great commandment in the law?’”).
- 93 See LAWRENCE M. FRIEDMAN, *A HISTORY OF AMERICAN LAW* 171 (1st ed. 1973) (“American fear was the source out of which the system of checks and balances had grown. It was a fear of unbridled power, as possessed by large landholders and dynastic wealth, as well as by government The triumph of the corporation as a form of business association was therefore neither painless nor noiseless.”); see also Barley, *supra* note 85, at 202.
- 94 See CLINARD & YEAGER, *supra* note 86, at 113-16.
- 95 *Id.* at 11.
- 96 See BERMAN, *supra* note 36, at 3 (“Law helps to give society the structure, the *Gestalt*, it needs to maintain inner cohesion.”); LON. L. FULLER, *THE MORALITY OF LAW* 146 (1969) (“[T]he purpose I have attributed to the institution of law is a modest and sober one, that of subjecting human conduct to the guidance and control of general rules.”).
- 97 Indeed, we must acknowledge the law's shortcomings. See Milner S. Ball, *A Meditation on Vocation* 130, in *RADICAL CHRISTIAN AND EXEMPLARY LAWYER* (Andrew W. McThenia, Jr., ed., 1995) (“It is a particularly dangerous delusion for a person to think that being good and doing good with law exempts her from participation or complicity in law's aggressive morbidity.”).
- 98 William T. Allen, *Commentary on the Limits of Compensation and Deterrence in Legal Remedies*, 60 *LAW & CONTEMP. PROBS.* 67, 70 (1997); see also *id.* (“[H]uman welfare seems to me a superior characterization of the major goal of our legal system. It can incorporate the requirements of social justice, with a recognition of the important role that production of material goods can have on the welfare of the population.”).
- 99 Nuss, *supra* note 5, at 266; see also *id.* at 267 (explaining that “law, while in no respect a cure, is a means which the Christian believes God uses in pointing out and controlling sin”).

- 100 See BERMAN, *supra* note 36, at 313 (advocating “that law, understood in a Christian perspective, is a process of creating conditions in which sacrificial love, the kind of love personified by Jesus Christ, can take root in society and grow”); Berman, *supra* note 21, at 89 (arguing “that law helps to create conditions in which Christians may grow in faith, hope, and love”).
- 101 See SCHUTT, *supra* note 1, at 232 (“‘What do you think is the biblical basis for a corporation?’ the dean asked I had been working with corporations for six years, had studied them in class in law school, and had represented them in court. Yet I had never considered whether this human entity was consistent with a Christian view of civilization.”).
- 102 Colombo, *supra* note 16, at 831.
- 103 I do not fully agree that the “purpose” of religion--or of Christianity, at least--is “to attain human happiness.” *Id.* To be sure, the Bible contains many verses regarding the concepts of happiness and joy, some of which reveal that God wants us to be happy. See, e.g., *Psalms* 37:4; *Romans* 15:13. But I have yet to discover the scripture that suggests human happiness as the end goal of Christianity. If that were the case, why would the Bible caution against human pleasure in certain circumstances? See, e.g., *Hebrews* 11:24-26; *Titus* 2:11-14; *1 Peter* 2:11.
- 104 Atkinson & Lind, *supra* note 87.
- 105 NOVAK, *supra* note 29, at 45; see also Stabile, *supra* note 2, at 868 (“Capitalism is not inherently problematic, even from a standpoint of a communion of beings.”).
- 106 See Douglas Litowitz, *Are Corporations Evil?*, 58 U. MIAMI L. REV. 811, 829 (2004) (“If corporate law suffered from a systemic defect, we would expect to find wrongdoing evenly distributed among various types of corporations--from close corporations to publicly held corporations, from ‘S’ corporations to ‘C’ corporations.”).
- 107 See NOVAK, *supra* note 29, at 43 (“Big corporations are despised and rejected even when the market system, small businesses, and private ownership are not.”); Litowitz, *supra* note 106, at 829 (“[T]he anti-corporation movement focuses exclusively on the wrongdoing of large, public, often multinational corporations. Rarely is there a critique of mom-and-pop corporations, which are numerically more common, such as the neighborhood dry cleaners or the local grocer.”); Atkinson & Lind, *supra* note 87 (“Small businesses ... have remained an exemplar of American ingenuity and pluck, the rare hero championed by both sides of the yawning political divide.”).
- 108 Litowitz, *supra* note 106, at 829; see also *id.* (arguing that society's vilification of large corporations only “is a tacit admission that corporate wrongdoing is not related to the structure of corporations alone, but is instead correlated with the size of an entity and whether it is publicly held”).
- 109 See generally Robert P. Bartlett III, *Shareholder Wealth Maximization as Means to an End*, 38 SEATTLE U. L. REV. 255 (2015) (examining the interplay between corporations' role in wealth creation for stockholders and maximizing company value).
- 110 JOHN MICKLETHWAIT & ADRIAN WOOLDRIDGE, *THE COMPANY: A SHORT HISTORY OF A REVOLUTIONARY IDEA* 12 (2005).

- 111 Christopher Newfield, *Corporation*, in KEYWORDS FOR AMERICAN CULTURAL STUDIES 66, 68-69 (Bruce Burgett & Glenn Hendler, eds. 2007); *see also* HENRY WINTHROP BALLANTINE, BALLANTINE ON PRIVATE CORPORATIONS 1 (1927) (“Business corporations have made possible the development of modern industry and commerce Much of the industrial and commercial progress of the 19th and 20th centuries has been made possible by the corporate mechanism. It has been compared in its importance to the discovery of steam or electricity as motive power, since it enabled men to utilize energy on a large scale. By its use men may combine their capital and participate in vast business enterprises with a risk limited to the capital contributed and without peril to their other resources and business.”); MICKLETHWAIT & WOOLDRIDGE, *supra* note 110, at 76 (“The ... most important thing that provided a bedrock of support for the company came down to a simple proposition: The company was making America richer.”).
- 112 *See* Block & Huebert, *supra* note 30, at 370 (“[T]he effect and intent of modern general incorporation statutes were to *eliminate* monopoly power that had been granted to state-privileged businesses under the older, genuinely monopolistic corporate form.”).
- 113 Szto, *supra* note 29, at 109.
- 114 Morgan, *supra* note 23, at 21. In reality, not every company is successful in turning resources into products and services that are more valuable than their individual component parts. But most companies that exist at any given time are successful in this regard, as the business that “does not add value to the component resources ... will soon be out of business.” *Id.*
- 115 Block & Huebert, *supra* note 30, at 374.
- 116 Since 2007, over half of all American workers have been employed by companies with 500 or more employees. Anthony Caruso, *Statistics of U.S. Businesses Employment and Payroll Summary: 2012*, U.S. CENSUS BUREAU (Feb. 2015), <https://www.census.gov/content/dam/Census/library/publications/2015/econ/g12-susb.pdf>. This is a nationwide phenomenon, as the percentage of workers in each state that work for companies of 500+ employees is between 32.4% and 59.2%. *Id.* And, importantly, wages at the largest companies have risen much higher in the last several decades than those at small- and medium-sized companies. *See* Theo Francis, *Why You Probably Work for a Giant Company*, In *20 Charts*, WALL ST. J. (Apr. 6, 2017), <https://www.wsj.com/graphics/big-companies-get-bigger/>.
- 117 *See* Morgan, *supra* note 23, at 23 (“A second major corporate interest is that of the company's employees. Indeed, if the company is not successful, the employees will lose their jobs.”).
- 118 Colombo, *supra* note 16, at 818.
- 119 William T. Allen, *Ambiguity in Corporation Law*, 22 DEL. J. CORP. L. 894, 895 (1997) (“A net increase in total wealth, other things remaining unchanged, is an absolute good. With increased wealth, all other things remaining the same, there is a greater ability to relieve human suffering and enhance life. That is an unqualified good.”).
- 120 William T. Allen, *Commentary on the Limits of Compensation and Deterrence in Legal Remedies*, 60 LAW & CONTEMP. PROBS. 67, 70 n.5 (1997).
- 121 *See* NOVAK, *supra* note 29, at 32 (“It is the ethical responsibility of Christians who enter the business corporation to recognize that their way of life has a twofold importance for the entire world: the spiritual

importance of a set of ideas and the material importance of showing all nations a way out of famine and misery.”).

- 122 See, e.g., *Matthew* 6:24; *Luke* 6:20; *Luke* 12:33; *Luke* 18:25. For a fascinating take on the interplay between affluence (or the lack thereof) and the practice of law, see William Stringfellow, *Christianity, Poverty and the Practice of the Law*, 10 HARV. L. SCH. BULL. 4 (1959).
- 123 See *Luke* 11:46 (“And He said, ‘Woe to you also, lawyers! For you load men with burdens hard to bear, and you yourselves do not touch the burdens with one of your fingers.’”).
- 124 al-Hilbri, *supra* note 33, at 955; see also *infra* notes 261-271 and accompanying text.
- 125 Nor does the Bible warn against representation of a well-healed client. In fact, Moses cautioned us to “not show favoritism to a poor person in a lawsuit,” underscoring the need for justice to take precedence over relative wealth. *Exodus* 23:3 (NIV).
- 126 D. STEPHEN LONG & NANCY RUTH FOX, *CALCULATED FUTURES: THEOLOGY, ETHICS, AND ECONOMICS* 121 (2007).
- 127 See Robert D. Atkinson & Michael Lind, *The Neo-Brandeisian Attack on Big Business*, NAT’L REV. (Oct. 2, 2017), <https://www.nationalreview.com/magazine/2017/10/02/large-corporations-good-for-society/> (“Bigger companies provide higher-wage jobs, better workplace benefits, lower prices, stronger environmental protection, and greater workplace diversity, safety, and stability, while engaging in less tax evasion.”); C.K. Prahalad & Allen Hammond, *Serving the World’s Poor, Profitably*, HARV. BUS. REV. (Sept. 2002), <https://hbr.org/2002/09/serving-the-worlds-poor-profitably> (explaining how multi-national corporations can “radically improve the lives of billions of people and help bring into being a more stable, less dangerous world” by serving impoverished regions that smaller companies cannot economically serve).
- 128 Colombo, *supra* note 16, at 827. Of course, some businesses exist for purposes that are “more difficult to defend as socially beneficial” than others. McMorrow & Scheuer, *supra* note 7, at 290. Take, for example, a pharmaceutical company that keeps its prized drug priced at a rate that few who need it can afford. Just because the company’s practices may be questionable does not mean that a Christian lawyer cannot represent that company. In fact, attorneys “need not agree with the moral views of their clients” in all circumstances. *Id.* at 291. The pharmaceutical company in this example is the type of client that may benefit most from a Christian lawyer’s counsel.
- 129 MICKLETHWAIT & WOOLDRIDGE, *supra* note 110, at 181.
- 130 NOVAK, *supra* note 29, at 1.
- 131 *Id.* at 5 (“The development of corporate law opened human history to the action of social institutions freely entered into. Where they appear, these ‘mediating structures’ ... make possible the flowering of human initiative, cooperation, and accountability. They are of considerable historical significance.”).
- 132 See Morgan, *supra* note 23, at 22 (“Helping business owners in creative and transformative activity is a noble calling that can provide significant social benefit. It is work of which a corporate lawyer can be proud.”).

- 133 See NOVAK, *supra* note 29, at 43 (“[Corporations are of this world. They sin.]”).
- 134 See *id.* at 37 (identifying seven “signs of grace in the corporation”).
- 135 McMorrow & Scheuer, *supra* note 7, at 289.
- 136 Christopher Hanno, *The Other F Word: Fiduciary Duties, Fiduciary Waivers, and the Delaware Limited Liability Company*, 52 S. TEX. L. REV. 101, 117 (2010); see also Rock, *supra* note 68, at 1106 (“The fiduciary duty cases of the Delaware courts form an important part of U.S. corporate law.”).
- 137 Steele, *supra* note 43, at 20; see also *id.* (explaining that *Kahn v. Kolberg Kravis Roberts & Co.*, 23 A.3d 831 (Del. 2001) “stands for the proposition that, at least in Delaware, there continues to be a clear moral element to modern corporate fiduciary duties”).
- 138 Hanno, *supra* note 136, at 110.
- 139 Steele, *supra* note 43, at 23; see also *supra* Part II.A.
- 140 U.S. West, Inc. v. Time Warner Inc., 1996 WL 307445, at *21 (Del. Ch. June 6, 1996).
- 141 William B. Chandler III, *The Delaware Court of Chancery and Public Trust*, 6 U. ST. THOMAS L.J. 421, 425 (2009).
- 142 See Rock, *supra* note 68, at 1015 (“Delaware courts fill out the concept of ‘good faith’ through fact-intensive, normatively saturated descriptions of manager, director, and lawyer conduct, and of process--descriptions that are not reducible to rules”); see also *id.* at 1017 (“My claim is ... that the *process* that leads to reasonably precise standards proceeds through the elaboration of the concepts of independence, good faith, and due care through richly detailed narratives of good and bad behavior, of positive and negative examples, that are not reducible to rules or algorithms.”).
- 143 See, e.g., *Exodus* 20:16; *Proverbs* 12:17; *Ephesians* 4:25; *Colossians* 3:9.
- 144 See *supra* Part II.
- 145 ALLEGRETTI, *supra* note 1, at 126.
- 146 John S. Reed, *Values and Corporate Responsibility: A Personal Perspective*, in RESTORING TRUST IN AMERICAN BUSINESS 35, 35 (Jay W. Lorsch, et al. eds., 2005); see also Litowitz, *supra* note 106, at 815 (identifying “the underlying economic order which functions as a breeding ground for corporate scandals”).
- 147 MICKLETHWAIT & WOOLDRIDGE, *supra* note 110, at 186.
- 148 See William B. Chandler III & Leo E. Strine, Jr., *The New Federalism of the American Corporate Governance System: Preliminary Reflections of Two Residents of One Small State*, 152 U. PA. L. REV.

- 953, 954 (2003) (identifying “important new initiatives designed to improve the integrity of corporate America”).
- 149 Rhode, *supra* note 15, at 628.
- 150 See, e.g., Brendan Pierson, *Florida Lawyer Sentenced to More than Two Years for Insider Trading Scheme*, REUTERS (Feb. 22, 2018), <https://www.reuters.com/article/us-florida-insidertrading/florida-lawyer-sentenced-to-more-than-two-years-for-insider-trading-scheme-idUSKCN1G62ZC>; Casey Sullivan, *Six Lawyers and Staff Caught in the Insider Trading Crosshairs*, BLOOMBERG (Feb. 9, 2016), <https://biglawbusiness.com/6-lawyers-caught-in-the-insider-trading-crosshairs/>; Max Stendahl, *For BigLaw, Insider Trading Probes Hit Close to Home*, LAW360 (July 16, 2014), <https://www.law360.com/articles/558252/for-biglaw-insider-trading-probes-hit-close-to-home>; Max Stendahl, *Ex-Thompson Hine Attorney Settles SEC Insider Trading Claim*, LAW360 (May 13, 2014), <https://www.law360.com/articles/537542/ex-thompson-hine-atty-settles-sec-insider-trading-case>.
- 151 See, e.g., Christine Simmons, *Ex-Big Law Partner Ravelo Sentenced to 5 Years for Vendor Fraud Scheme*, LAW.COM (Oct. 10, 2018), <https://www.law.com/njlawjournal/2018/10/10/ex-big-law-partner-ravelo-sentenced-to-5-years-for-vendor-fraud-scheme/?slreturn=20180927163917>; Matt Chiappardi, *Convicted Ex-Crowell Attorney Disbarred by DC Court of Appeals*, LAW360 (Feb. 27, 2014), <https://www.law360.com/articles/514067>.
- 152 See, e.g., Andrew Denney & Christine Simmons, *Ex-Big Law Partner Gets 18 Months in Prison for Stock Fraud Scheme*, N.Y. LAW J. (Aug. 17, 2018), <https://www.law.com/newyorklawjournal/2018/08/17/ex-big-law-partner-gets-18-months-in-prison-for-stock-fraud-scheme/>.
- 153 See JOHN GRISHAM, *THE FIRM* 72 (2016) (“Most good lawyers can work eight or nine hours a day and bill twelve. It's called padding. It's not exactly fair to the client, but it's something everybody does. The great firms have been built by padding files. It's the name of the game.”).
- 154 See Peter Lattman, *Suit Offers a Peek at the Practice of Inflating a Legal Bill*, DEALBOOK (Mar. 25, 2013), <https://dealbook.nytimes.com/2013/03/25/suit-offers-a-peek-at-the-practice-of-padding-a-legal-bill/>; *The Litigation Limited Guide to Law Firm Overbilling*, LITIGATION LIMITED (2012), <http://documents.jdsupra.com/e1a459c7-1c7e-45d2-a40c-e43b31c8c503.pdf>.
- 155 See Barney Thompson, *Baker McKenzie Partner Accused of Sexual Assault*, FIN. TIMES (Feb. 5, 2018), <https://www.ft.com/content/a8333cac-0a88-11e8-8eb7-42f857ea9f09> (“The alleged assault ... occurred shortly after a business event when the partner is said to have invited some junior lawyers to his hotel room for drinks.”).
- 156 *Id.*
- 157 Vivia Chen, *Baker McKenzie Admits ‘Shortcomings’ in Handling Sexual Assault + More News*, AM. LAW. (Oct. 15, 2018), <https://www.law.com/americanlawyer/2018/10/15/baker-mckenzie-admits-shortcomings-in-handling-sexual-assault-more-news/>.
- 158 Sara Randazzo, *Fall from Grace: The Sexting Scandal that Toppled One of America's Most Powerful Lawyers*, WALL ST. J. (July 13, 2018), <https://www.wsj.com/articles/the-sexting-scandal-that-toppled-one-of-americas-most-powerful-lawyers-1531488579>.

- 159 Sam Reisman, *Exclusive: Behind the Downfall of Latham's Chairman*, LAW360 (Mar. 20, 2018), <https://www.law360.com/articles/1024233/exclusive-behind-the-downfall-of-latham-s-chairman>.
- 160 Sara Randazzo & Nicole Hong, *At Law Firms, Rainmakers Accused of Harassment Can Switch Jobs With Ease*, WALL ST. J. (July 31, 2018), <https://www.wsj.com/articles/at-law-firms-rainmakers-accused-of-harassment-can-switch-jobs-with-ease-1532965126>.
- 161 *See id.* (“It wasn't the first time he had switched jobs following misconduct allegations. Morrison & Foerster hired him in 2003, soon after he paid a settlement to a female lawyer who accused him of sexual harassment at his longtime firm Stroock & Stroock & Lavan, a Stroock spokesman confirmed.”).
- 162 *See* Larry Neumeister & Tom Hays, *Cohen Pleads Guilty, Implicates Trump in Hush-Money Scheme*, AP (Aug. 21, 2018), <https://www.apnews.com/74aaf72511d64fceb1d64529207bde64>.
- 163 Benjamin Weiser & William K. Rashbaum, *Michael Cohen Sentenced to 3 Years After Implicating Trump in Hush-Money Scandal*, N.Y. TIMES (Dec. 12, 2018), <https://www.nytimes.com/2018/12/12/nyregion/michael-cohen-sentence-trump.html>.
- 164 *Id.* (emphasis added).
- 165 *See* Richard W. Painter, *The Dubious History and Psychology of Clubs as Self Regulatory Organizations*, in RESTORING TRUST IN AMERICAN BUSINESS 127, 128-30 (Jay W. Lorsch, et al. eds., 2005) (providing examples of corporate lawyers' wrongdoing and criminal behavior dating back to the 1870s).
- 166 *See* Teschner, *supra* note 80, at 810 (“Neither graduation from law school, the passing of a bar examination, nor the attainment of professional respectability makes one a moral lawyer.”). *But cf.* Geoffrey C. Hazard, Jr., *The Morality of Law Practice*, 66 HASTINGS L.J. 359, 378 (2015) (“The key transaction in the lawyer's calling is admission to the bar The law graduate can adhere to traditional Judeo-Christian morality in personal relationships and some professional ones.”).
- 167 Teschner, *supra* note 80, at 828.
- 168 O.W. Holmes, *The Path of the Law*, 10 HARV. L. REV. 457, 459 (1897).
- 169 *See* Nuss, *supra* note 5, at 279 (“The non-Christian, since he need only live up to a humanistic standard to be professionally ethical, *may* be ethical. The Christian, due to a difference in motivation, *must be*.”).
- 170 Paul A. Teschner, *supra* note 80, at 811 (“Lawyer morality ... differs from common morality in that most lawyer-acts have institutional moral consequences whereas non-lawyer morality most often affects only interpersonal relationships.”); *see also id.* at 796 (“Why should lawyers be treated differently from others simply because their moral decisions will be made in professional situations? If lawyers are competent to make legal decisions and to defend the lives and fortunes of their clients, what is it that suddenly renders them incompetent to decide moral questions, again in terms of the best interests of their clients?”).
- 171 Reed, *supra* note 146, at 41.

- 172 Others have discussed lawyers' obligations under the applicable ethical rules of representing corporations and other business entities. *See, e.g.*, John M. Burman, *Ethical Considerations When Representing Organizations*, 3 WYOMING L. REV. 581 (2003); Roger C. Cramton, *Enron and the Corporate Lawyer: A Primer on Legal and Ethical Rules*, 58 BUS. LAW. 143 (2002); Rhode, *supra* note 15.
- 173 SCHUTT, *supra* note 1, at 220; *see also* Patrick J. Schiltz, *On Being a Happy, Healthy, and Ethical Member of an Unhappy, Unhealthy and Unethical Profession*, 52 VAND. L. REV. 871, 909 (1999) (observing that “an ethical lawyer is to act ethically in your work, even when you aren't required to do so by any rule”); Teschner, *supra* note 80, at 802 (“Those who accept (without further inquiry) that canons of ethics exhaust the area of morality and are intrinsically good are proponents of ethical formalism for the legal profession.”).
- 174 Kevin E. Mohr, *Legal Ethics and A Civil Action*, 23 SEATTLE U. L. REV. 283, 287-88 (1999); *see also* Rhode, *supra* note 15, at 647 (“[T]he bar's insistence on minimal, enforceable standards may have missed the mark. No such code, however well-drafted, can definitively respond to the complexities of professional practice.”); Larry E. Ribstein, *Ethical Rules, Agency Costs, and Law Firm Structure*, 84 VA. L. REV. 1707, 1707, 1714 (1998) (describing ethical rules as “ensuring] a minimum level of quality in legal services” and recognizing the “gaps in ethical rules”); Teschner, *supra* note 80, at 825 (“One of the most disturbing features of any code of conduct is its arrogance: It proclaims that any member of the group who transgresses its commandments is immoral, no doubt about it. Yet even the most cherished absolutes of a moral canonist can be challenged as, for example, the value of ‘truth.’”); *id.* at 840 (“Moralists naturally delight at code morality, for compliance with the code cloaks them with the appearance of moral behavior and relieves them from the burdens incident to a moral venture--but they are dead wrong.”).
- 175 Teschner, *supra* note 80, at 798; *see also id.* at 798-99 (“There is a more than substantial doubt that codes of lawyer conduct are either rational or moral.”).
- 176 Milton C. Regan, Jr., *Professional Responsibility and the Corporate Lawyer*, 13 GEO. J. LEGAL ETHICS 197, 199 (2000); *see also* Morgan, *supra* note 23, at 29 (noting that the Restatement of the Law Governing Lawyers “is true with respect to representation of an individual,” but does not fully capture a lawyer's representation of a corporate client).
- 177 Regan, *supra* note 176, at 202.
- 178 *See* Holmes, *supra* note 168, at 459 (“The law is the witness and external deposit of our moral life. Its history is the history of the moral development of the race.”).
- 179 RICHARD C. CHEWNING, JOHN W. EBY, & SHIRLEY J. ROELS, BUSINESS THROUGH THE EYES OF FAITH 106 (1990).
- 180 *Oralco, Inc. v. Bradley*, 1992 WL 373041, at *6 n.6 (Del. Ch. Dec. 17, 1992); *see also In re Barnes*, 1998 WL 326674, at *5 (Del. Ch. June 18, 1998) (“There may be a moral duty to provide for Ms. Shaw, but there is nothing concrete in the record of this case that would allow this Court to compel her to do anything.”); *Tilden v. Hayward*, 1990 WL 131162, at *17 (Del. Ch. Sept. 10, 1990) (“It may be that government has a moral obligation to eliminate the evils of poverty, of which one of the most serious modern examples is homelessness. But that moral imperative is not an adequate basis for this lawsuit.”).

This distinction between moral and obligations is not a novel concept. Rather, it is simply the flip-side of Justice Holmes's observation that “the rights of man in a moral sense are [not] equally rights in the sense of the Constitution and the law.” Holmes, *supra* note 168, at 460. Unfortunately, Justice Holmes later exerted flawed judgment in trying to justify--from both a legal and a moral perspective--eugenics. *See Buck v. Bell*, 274 U.S. 200, 207 (1927) (“It is better for all the world, if instead of waiting to execute degenerate offspring

for crime, or to let them starve for their imbecility, society can prevent those who are manifestly unfit from continuing their kind Three generations of imbeciles are enough.”).

- 181 See Ralph Nader, *Corporate Law Firms and Corporate Ethics*, 2 J. INST. FOR STUDY LEGAL ETHICS 1, 12 (1999) (“What responsibility does a corporate law firm have for its individual corporate attorney misbehavior? ... Right now the corporate firm itself is often free from disciplinary sanctions where an individual lawyer in the firm acted wrongly.”).
- 182 See William T. Allen & Geoffrey Miller, *Professional Independence and the Corporate Lawyer*, in RESTORING TRUST IN AMERICAN BUSINESS 113, 124 (Jay W. Lorsch, et al. eds., 2005) (explaining that a limited liability structure “reduces [attorneys’] incentives to see that other lawyers in the firm do not engage in liability-risking behavior” and “increases the risk that lawyers will allow themselves to be driven by client interests and demands to bless transactions or structures that violate the discernible spirit of [the] law”).
- 183 See *id.* (observing the difficulty inherent in overseeing the conduct of law partners when “there are two or more degrees of separation between a partner in New York and a firm lawyer in London or Shanghai”); Michael Asimow, *Embodiment of Evil: Law Firms in the Movies*, 48 UCLA L. REV. 1339, 1364 (2001) (identifying the ethical challenges large law firms face, including “the difficulties of monitoring paralegals, associates, and even partners” and “magine[re] potential conflicts of interest”).
- 184 1 Peter 2:20-21; see also Matthew 16:24; John 13:12-15.
- 185 See Johnson, *Faith and Faithfulness*, *supra* note 4, at 6 (“[S]enior business leaders *can* (but are not required to) draw on their faith tradition’s rendering of faithfulness to augment their understanding of how to be legally faithful.”) (emphasis added); *id.* at 23 (“Within the business world, religious convictions also play a meaningful role in guiding business decisions for many people. Certainly nothing in law prohibits that practice, but, likewise, nothing mandates it either.”).
- 186 See *id.* at 33 (“Corporate law does not prohibit faith-based rationales or justification. Many shareholders expressly act from religious convictions. Many managers do as well, though fewer probably say they do.”).
- 187 *Id.* at 3.
- 188 *Id.* at 6.
- 189 HELEN J. ALFORD & MICHAEL J. NAUGHTON, MANAGING AS IF FAITH MATTERED: CHRISTIAN SOCIAL PRINCIPLES IN THE MODERN ORGANIZATION 12 (2001).
- 190 SCHUTT, *supra* note 1, at 78.
- 191 See Charles R. DiSalvo & William L. Droel, *Reflections on the Contents of the Lawyer’s Work: Three Models of Spirituality—and Our Struggle with Them*, in CAN A GOOD CHRISTIAN BE A GOOD LAWYER, *supra* note 90, at 135 (“Work is considered work and life is considered life. Work actions are considered somehow separate from all else. This artificial division, this false dichotomy, ... has the inevitable consequence of damaging the lawyer’s moral sensibilities and eventually the lawyer’s soul.”); Johnson, *Re-Enchanting the Corporation*, *supra* note 4, at 105 (“We do not simply have, on the one hand,

'churches, temples, and homes' where religion may hold sway, and, on the other hand, the 'public business of the nation,' from which many would banish religion." (quoting Stone, *supra* note 27, at 24)).

- 192 See ALLEGRETTI, *supra* note 1, at 72 ("The Christian does not cease to be a disciple of Jesus because of the many roles he is called upon to play in life; quite to the contrary, his challenge is to bring the gospel to bear upon every aspect of his life, trusting in the power of grace to transform himself and his varied roles."); SCHUTT, *supra* note 1, at 145 ("Just as a composer has a duty before God to understand music, its uses and its nature, to search the Scriptures and the teachings of the church on the calling of the life of the musician, so we too have a duty to seek a biblical understanding of law--and particularly our daily work in the practice of law."); see also Azizah al-Hilbri, *supra* note 33, at 947 ("You cannot ... decide to be dishonest in the office and a good Muslim, Christian or Jew at home. Religion just does not work that way. It provides you with a worldview, complete with a set of moral and other rules that are supposed to permeate every aspect of your life and inform your daily practices.").
- 193 Even if the Bible does not explicitly call for such assimilation, this message can be inferred from the fact that the Bible "draws no sacred/secular lines between Christians in full-time service and those in other types of work It teaches that all Christians should serve God full time, even though our different] vocations display such service in a variety of forms." LARRY PEABODY, *SERVING CHRIST IN THE WORKPLACE: SECULAR WORK IN FULL-TIME SERVICE* 18 (2004).
- 194 See Peggy Noonan, *Wisdom of a Non-Idiot Billionaire*, WALL ST. J. May 12-13, 2018, at A13 (discussing Home Depot founder Ken Langone's autobiography and noting that it "doesn't offer rules for living but you can discern some between the lines. 1. Take your religious faith seriously.").
- 195 SCHUTT, *supra* note 1, at 93; see also Antonin Scalia, *Address to Georgetown University Students* (Apr. 1998), in *SCALIA SPEAKS: REFLECTIONS ON LAW, FAITH, AND LIFE WELL LIVED* 146 (Christopher J. Scalia & Edward Whelan eds., 2017) ("If you have transcendental principles--which for Catholics means if you believe in Jesus Christ and His Church--they have to shape your entire worldview.").
- 196 See Antonin Scalia, *Address at the Long Island Catholic Newspaper Thirtieth-Anniversary Celebration* (Oct. 1992), in *SCALIA SPEAKS*, *supra* note 195, at 149; see also DAVID BROOKS, *THE ROAD TO CHARACTER* 24 (2016) ("Your ability to discern your vocation depends on the condition of your eyes and ears, whether they are sensitive enough to understand the assignment your context is giving you.").
- 197 There are those who believe that "[a]ny job can be a calling if we approach it as an avenue of loving service to our God and our neighbor." Joseph G. Allegretti, *Neither Curse nor Idol: Towards a Spirituality of Work for Lawyers*, in *CAN A GOOD CHRISTIAN BE A GOOD LAWYER*, *supra* note 90, at 149. I concede that, even after extensive thought and discussions, I struggle with how members of certain occupations can glorify God through their work. I'm referring specifically to those jobs the very purpose of which is to sin--a hit man or a pornographic actress, for example. But I will not foreclose the possibility of successful integration of faith and work even in such professions. I leave exploration of that topic for another day (and a more skilled theologian).
- 198 At least one corporate lawyer did, however, reverse course and enter the clergy. See Tom Corrigan, *New Leader Takes Helm of Bankrupt Twin Cities Archdiocese*, WALL ST. J. (May 13, 2016), <https://www.wsj.com/articles/new-leader-takes-helm-of-bankrupt-twin-cities-archdiocese-1463179843?mod=searchresults&page=1&pos=1> (examining the story of a former Reed Smith attorney who left corporate law to attend seminary).
- 199 LONG & FOX, *supra* note 126, at 127; Long, *supra* note 32, at 94.

- 200 See *1 Corinthians* 12:5-6 (NIV) (“There are different kinds of service, but the same Lord. There are different kinds of working, but in all of them and in everyone it is the same God at work.”).
- 201 SHAFFER, *supra* note 1, at 59; see also Morgan, *supra* note 23, at 29 (“The lawyer's duty is not to think; it is to accept the directions given by those people who are authorized to direct.”).
- 202 ADAM WINKLER, *WE THE CORPORATIONS: HOW AMERICAN BUSINESSES WON THEIR CIVIL RIGHTS* 69 (2018).
- 203 Colin Marks & Nancy B. Rapoport, *The Corporate Lawyer's Role in a Contemporary Democracy*, 77 *FORDHAM L. REV.* 1269, 1287 (2009); see also ALLEGRETTI, *supra* note 1, at 41 (“The lawyer is encouraged to ignore the moral consequences of his actions and to do whatever the client wants as long as the client is paying.”).
- 204 Marks & Rapoport, *supra* note 203, at 1286.
- 205 *Id.*
- 206 See Morgan, *supra* note 23, at 17-18 (“Up to \$60 billion in investor wealth tied up in Enron shares disappeared forever. Over 4,000 employees lost their jobs, and many also lost their life savings [T]he Enron collapse destroyed both the confidence of many Americans in their business leaders and the expectations of those Americans who thought that their financial future was secure.”). See generally KURT EICHENWALD, *CONSPIRACY OF FOOLS* (2005); LOREN FOX, *ENRON: THE RISE AND FALL* (2003); MIMI SWARTZ & SHERRON WATKINS, *POWER FAILURE: THE INSIDE STORY OF THE COLLAPSE OF ENRON* (2003).
- 207 ALLEGRETTI, *supra* note 1, at 67; see also Colombo, *supra* note 16, at 824 (cautioning against the “pernicious view of the corporate boardroom as [a] values-free zone focused solely on economic profit and loss.”).
- 208 Jack B. Jacobs, *Bruce M. Stargatt: A Delaware Legacy*, 30 *DEL. LAW.* 26, 26 (2012); see also Rhode, *supra* note 15, at 629-30 (observing that “attorneys have had difficulty becoming drum majors for justice where current or future client interests are at issue”).
- 209 See Asimow, *supra* note 183, at 1369 (“Unless asked for their opinion, lawyers are reluctant to offer it. They see their role as helping to carry out the client's wishes, not telling the client that it is a bad idea. Most lawyers believe that they cannot risk antagonizing important clients”).
- 210 See Rock, *supra* note 68, at 1087 (explaining “that going through the motions without the right intention is legally risky in Delaware”).
- 211 See McMorro & Scheuer, *supra* note 7, at 277 (asserting “that corporate lawyers cannot accurately claim that they are not morally responsible for their work on behalf of corporate clients--clients who have a legally impaired ability to engage in independent moral reasoning, and who function in a world of relatively minimal legal oversight”); Rhode, *supra* note 15, at 643 (“Lawyers must assume personal moral responsibility for the consequences of their professional actions.”).

- 212 Marks & Rapoport, *supra* note 203, at 1292-93; *see also* BROOKS, *supra* note 196, at xiv (“You grade yourself on a forgiving curve. You follow your desires wherever they take you, and you approve of yourself so long as you are not obviously hurting anyone else.”).
- 213 Litowitz, *supra* note 106, at 837 (“People are easily drawn into immoral systems because they are asked to perform only a narrow function within the system: each act, considered alone, does not cause an immediate harm Just as it is easier to kill someone by pushing a button than in hand-to-hand combat, it is easier to defraud consumers and investors, devastate a community, or dump pollution by approving a business plan in a boardroom.”).
- 214 ALLEGRETTI, *supra* note 1, at 67; *see also id.* at 119 (“One of the great temptations for lawyers is to see ourselves in the third person, as the mere instrument of our client. If we do so, of course, moral issues disappear because we compartmentalize our lives and relegate our moral and religious values to the private realm of family and friends.”).
- 215 *See supra* notes 192-193 and accompanying text.
- 216 *See* James P. MacLean, III, *The State of Our Profession: A Corporate Lawyer's Perspective*, 8 CHRISTIAN LEGAL SOC'Y Q. 14, 14 (1987) (“When we work for our earthly masters, we *ipso facto*, work for the Lord. Thus, when the Lord calls us to practice law and we are under the control of His Spirit, the work we do for our clients is done not only ‘as unto’ but also ‘for’ the Lord.”).
- 217 ALLEGRETTI, *supra* note 1, at 68; *see also* William Bentley Ball, *On Hoping to Be, Being, and Having Been*, in CAN A GOOD CHRISTIAN BE A GOOD LAWYER, *supra* note 90, at 44 (“It is difficult for many of us to realize that Christ, in His sermon on the mount, did not preface His words by exempting lawyers from His admonitions. Rather, they too, He said, are to be peacemakers, merciful, thirsters, not after rights of self, but after righteousness.”).
- 218 ALLEGRETTI, *supra* note 1, at 70.
- 219 *Id.* at 70-71. This is not to say that litigation always remains civil. To be sure, “[l]itigation tempts good people to behave badly.” *Id.* at 87. But if society lacked litigation as a means to resolve good-faith disputes, the alternative could be much more violent. Litigation--including corporate litigation--provides a more peaceful means of redress. *See* BERMAN, *supra* note 36, at 17 (“A trial should provide catharsis, not a new assault upon our dignity. It should dramatize, not caricature, the values implicit in the legal process.”).
- 220 Leo E. Strine, Jr., *Delaware's Corporate-Law System: Is Corporate America Buying an Exquisite Jewel or a Diamond in the Rough? A Response to Kahan & Kamar's Price Discrimination in the Market for Corporate Law*, 86 CORNELL L. REV. 1257, 1275 (2001).
- 221 *See* ALLEGRETTI, *supra* note 1, at 91 (suggesting that “litigation should be undertaken only after other alternatives have been tried and found wanting”); *id.* at 93 (“ADR is preferable to litigation not only because it saves time and money, although it does both, but also because it fosters reconciliation rather than retaliation, community rather than competition.”).
- 222 *See Report of the American Academy's Corporate Responsibility Steering Committee*, in RESTORING TRUST IN AMERICAN BUSINESS 161, 171 (Jay W. Lorsch, et al. eds., 2005) [hereinafter “*Report of the American Academy*”].

- 223 This is not to say that corporate decisionmakers always have ill intentions or act for some improper purpose. Rather, it is a recognition of the reality “that managers remain far removed from the effects of their actions,” and as such can often benefit from guidance from outside advisors. Litowitz, *supra* note 106, at 815; *see also* Rhode, *supra* note 15, at 624 (“Corporate structures inevitably tend to fragment moral responsibility.”).
- 224 *Report of the American Academy, supra* note 222, at 162.
- 225 *Id.* at 170-71; *see also* Cramton, *supra* note 172, at 173 (“[T]he professional ideal of ‘independent professional judgment’ does not inform the behavior of some lawyers who represent large corporations in major transactions and high-stakes litigation. These lawyers take the position that they must do everything for the client that the client’s managers want them to do, providing the conduct is permitted by law.”).
- 226 *Report of the American Academy, supra* note 222, at 171; *see also* Rhode, *supra* note 15, at 644 (“That clients may have a ‘legal right’ to engage in certain conduct or to invoke a particular procedure is conclusive neither of their moral right, nor of the appropriateness of counsel’s aid.”).
- 227 *Report of the American Academy, supra* note 222, at 163.
- 228 Regan, *supra* note 176, at 207. *Cf.* McMorrow & Scheuer, *supra* note 7, at 280-81 (identifying the inherent tension between (i) a lawyer’s obligation to “maximize the likelihood that the client’s objectives will be met,” and (ii) upending the notion “that everything not forbidden is compelled if it will advance the client’s interests”).
- 229 *See* MODEL RULES OF PROF’L CONDUCT r. 1.2 (AM. BAR ASS’N 1983); McMorrow & Scheuer, *supra* note 7, at 277 (explaining that “the client sets the objectives of the representation and participates in decisions regarding how to achieve those objectives; the attorney acts as a facilitator and an advisor”).
- 230 *See* Morgan, *supra* note 23, at 27 (recognizing “the reality that common decency in corporate transactions might not procure the desired results”).
- 231 Moses serves as one obvious Old Testament example of a successful gatekeeper. Charged by God with relaying the Ten Commandments, Moses served as both a portrayer of the law and an advocate of respecting God’s law. *See* JEFFREY STACKERT, A PROPHET LIKE MOSES: PROPHECY, LAW, & ISRAELITE RELIGION 194 (2014) (identifying Moses as the “paradigmatic literary persona” of “the relationship between prophecy and law in Israelite religious thought”).
- 232 Teschner, *supra* note 80, at 843.
- 233 *See id.* (explaining that “law, like other professions, must be altruistic if it is to justify its existence”).
- 234 In this way--and others--lawyers function similar to ministers. *See* Nancy Miller-Heron, *On Maintaining Spiritual Sanity in a Secular Vocation*, in CAN A GOOD CHRISTIAN BE A GOOD LAWYER, *supra* note 90, at 29 (“I identify four roles common to both the lawyer and the minister: Counselor. Organizer. Conciliator. Advocate.”); *see also* Dan Edwards, *Reflections on Three Stories: ‘Practicing’ and Christianity at the Same Time*, in CAN A GOOD CHRISTIAN BE A GOOD LAWYER, *supra* note 90, at 22 (“Law and Christianity are both said to be ‘practiced.’ We say someone is a ‘practicing’ lawyer or a ‘practicing’ Christian.”).

- 235 SHAFFER, *supra* note 1, at 59; *see also* McMorrow & Scheuer, *supra* note 7, at 306 (noting the position that “acknowledges that moral perspective is inextricably intertwined in legal representation”).
- 236 Marks & Rapoport, *supra* note 203, at 1284 n.98.
- 237 *See* Morgan, *supra* note 23, at 31 (interpreting ABA Model Rule 2.1 to mean that “a lawyer who knows of planned client behavior and who fails to give advice about its significant non-legal consequences may fall short of what the law demands the lawyer to do,” which is to “provid[e] candid professional judgment”); *see also* KRONMAN, *supra* note 80, at 129-30 (suggesting that a lawyer’s “responsibilities to a client” transcend advising on narrow legal issues and answering a client’s specific legal questions); Rhode, *supra* note 15, at 623 (“To decline to take a moral stance is in itself a moral stance and requires justification as such. Thus the critical question is not by what right do lawyers impose their views, but by what right do they evade the responsibility of all individuals to evaluate the normative implications of their acts?”).
- 238 *See* Marks & Rapoport, *supra* note 203, at 1284 (“We believe ... that lawyers should take on more responsibility in terms of influencing the corporation’s *ethical* decisions--a move that we’d like to encourage.”).
- 239 SCHUTT, *supra* note 1, at 103.
- 240 Johnson, *Re-Enchanting the Corporation*, *supra* note 4, at 105 n.111.
- 241 ALLEGRETTI, *supra* note 1, at 56-57.
- 242 *See* Marks & Rapoport, *supra* note 203, at 1289 (suggesting that corporate lawyers “could play a significant role” in helping companies “make better ethical decisions,” and “that lawyers could be one source of safeguarding the corporate ‘conscience’”).
- 243 Nuss, *supra* note 5, at 277.
- 244 *Id.* at 276.
- 245 Chandler, *supra* note 141, at 424.
- 246 Rock, *supra* note 68, at 1016; *see also id.* at 1106 (“[W]e should understand Delaware fiduciary duty law as a set of parables or folktales of good and bad managers and directors, tales that collectively describe their normative role.”).
- 247 *Id.* at 1106.
- 248 Johnson, *Counter-Narrative in Corporate Law*, *supra* note 31, at 873 & n.163 (emphasis added).
- 249 *Id.* at 851.
- 250 Berman, *supra* note 21, at 96.

- 251 *Exodus* 20:3.
- 252 See SHAFFER, *supra* note 1, at 71 (“You shall have no other god-- not, for example, the profession Not the work of a lifetime. Not even clients. No other God.”). Beyond the false idol problem that workaholicism can create, research shows that “quantitative role overload” (*i.e.*, “too much work to do”) hurts an employee’s ability to treat co-workers and clients as Christians should. MICHAEL A. ZIGARELLI, *FAITH AT WORK: OVERCOMING THE OBSTACLES OF BEING LIKE CHRIST IN THE WORKPLACE* 86-87 (2000). This research spells trouble for Christian corporate lawyers, many of whom are unhealthily overworked. See Stephen Carter, *Why Lawyers are Miserable*, CHICAGO TRIBUNE (Sept. 7, 2015), <https://www.chicagotribune.com/news/opinion/commentary/ct-why-lawyers-are-miserable-20150907-story.html> (“Some aspect of legal culture encourages overwork--an aspect most prevalent in the large corporate law firms, known collectively as Big Law. Survey after survey tells us that Big Law associates are unhappy. By some measures, they collectively constitute the least happy workers in the U.S.”).
- 253 SCHUTT, *supra* note 1, at 59.
- 254 See generally Joanna Litt, *Big Law Killed My Husband: An Open Letter From a Sidley Partner's Widow*, AM. LAW. (Nov. 12, 2018), <https://www.law.com/americanlawyer/2018/11/12/big-law-killed-my-husband-an-open-letter-from-a-sidley-partners-widow/>; Meghan Tribe, *Suicide Blamed in Death of DLA Piper Partner*, AM. LAW. (Sept. 21, 2018), <https://www.law.com/americanlawyer/2018/09/21/suicide-blamed-in-death-of-dla-piper-partner/>; see also Rosa Flores & Rose Marie Arce, *Why Are Lawyers Killing Themselves*, CNN (Jan. 20, 2014), <https://www.cnn.com/2014/01/19/us/lawyer-suicides/index.html>.
- 255 See Schiltz, *supra* note 173, at 910 (1999) (“[B]eing admitted to the bar does not absolve you of your responsibilities outside of work--to your family, to your friends, to your community, and, if you’re a person of faith, to your God. To practice law ethically, you must meet those responsibilities, which means that you must live a balanced life. If you become a workaholic lawyer, you will be unhealthy, probably unhappy, and, I would argue, unethical.”); *id.* at 915-16 (“If you are working all the time, you will not--you cannot--meet any other responsibilities that require any appreciable commitment of time or energy.”).
- 256 SCHUTT, *supra* note 1, at 60.
- 257 See BROOKS, *supra* note 196, at 199 (criticizing the reality that in today’s world, “pride is building your happiness around your accomplishments, using your work as the measure of your worth”).
- 258 Schiltz, *supra* note 173, at 915.
- 259 See SCHUTT, *supra* note 1, at 59 (“[W]hen vocation becomes simply a justification for seeking power or prestige, we miss the point and abuse our calling.”).
- 260 See Schiltz, *supra* note 173, at 910-15 (describing “big firm culture” in the 1990s, including the fact that future big firm attorneys will “be immersed in a culture that is hostile to the values [they] now have” because the large-firm model is intentionally designed to “replace those values with the system’s values”); see also Al-Hilbri, *supra* note 33, at 951 (“I concluded that the world of law firms had something fundamentally wrong with it. It was based on a system of substantive hierarchy or domination (as opposed to a merely formal one). Combined with the principle of maximizing profit to partners (at the top of the hierarchy), the system created a great deal of misery among aspiring lawyers.”).

- 261 I speak here about money only as a false idol. I leave for exploration elsewhere the interplay between extreme wealth and Christianity. *See generally* RANDY ALCORN, *MANAGING GOD'S MONEY: A BIBLICAL GUIDE* (2011); CRAIG L. BLOMBERG, *CHRISTIANS IN THE AGE OF WEALTH: A BIBLICAL THEOLOGY OF STEWARDSHIP* (2013); WILLIAM JAMES BROADWAY, *YOU CAN BE RICH AND BE SAVED: A MESSAGE OF HOPE AND PROSPERITY TO THE WEALTHY AND THE CHURCH* (2004). But my personal interpretation and understanding of the Bible does not foreclose the possibility of a wealthy Christian. Abraham, for example, “was very wealthy; however, he was also generous and selfless.” Szto, *supra* note 29, at 87. Christ's cautions against the accumulation of earthly wealth, *see supra* note 122, must be read in the context of the two-class economic structure in which Christ lived—a system with a much larger gap between the upper and lower classes than in America today and lacking a true middle class. For example, the influential (and extremely small) upper class of Christ's was defined by slave ownership and extravagance and too often believed themselves to be “God's lieutenants.” KATHRYN TANNER, *ECONOMY OF GRACE* 6 (2005). The economy was “run on the systematic and ruthless exploitation of peasants,” who comprised the vast majority of the population. PAULA FREDRIKSEN, *FROM JESUS TO CHRIST: THE ORIGINS OF THE NEW TESTAMENT IMAGES OF JESUS* xviii (2000).
- 262 *See* Peggy Cooper Davis, et al., *Making Law Students Healthy, Skillful, and Wise*, 56 N.Y.U. L. REV. 488, 488 (2011/12) (observing that “lawyering can be a competitive and disputatious enterprise” and recognizing “the inherent competitiveness of their work”); Robert S. Redmount, *Attorney Personalities and Some Psychological Aspects of Legal Consultation*, 109 U. PA. L. REV. 972, 979 (1961) (“Litigation is a process that thrives upon a competitive spirit, a motive of partisan gain, and a disposition to exploit. These elements are exercised in the form of direct contest between individual attorneys The attorney who takes a friendly and conciliatory attitude ... is most likely to find that his personality is a liability in litigation.”).
- 263 SCHUTT, *supra* note 1, at 208; *see also id.* (“Money is the means to status, to prestige, to *winning*. And for many of us in the law, *winning* is what our ordinary work is all about.”).
- 264 WINKLER, *supra* note 202, at 68.
- 265 *See* KRONMAN, *supra* note 80, at 294-95 (explaining that corporate lawyers have not always viewed “their work in purely instrumental terms, as nothing but a means for making money,” but that “the culture of today's large firm[s] not only tolerates a degree of candor about money that would have seemed completely unprofessional a generation ago, but actively encourages lawyers to be more and more exclusively preoccupied with it”); *see also id.* at 298 (“In this culture, ... the lawyers who are most likely to be singled out for special praise are those who have worked on the largest transactions and produced the most income for their firms.”).
- 266 *See* Teschner, *supra* note 80, at 800-01 (“Today, it would be naïve for anyone to theorize that lawyers as a group are not economically motivated and that they are not primarily concerned with fees This is calamitous since the integrity of the legal system as well as the moral integrity of lawyers is diminished whenever the magnitude of the fee influences the caliber of the legal efforts undertaken.”); *see also* KRONMAN, *supra* note 80, at 299 (observing that “the more preoccupied a lawyer is with money, and hence with his own welfare, the more difficult he will find it to suspend his self-interest.”).
- 267 *See supra* Part III.A.
- 268 *See In re Oracle Corp. Derivative Litig.*, 824 A.2d 917, 938 (Del. Ch. 2003) (“*Homo sapiens* is not merely *homo economicus*. We may be thankful that an array of other motivations exist that influence human behavior; not all are any better than greed or avarice, think of envy, to name just one. But also think of

motives like love, friendship, and collegiality, think of those among us who direct their behavior as best they can on a guiding creed or set of moral values.”).

- 269 See Schiltz, *supra* note 173, at 921 (“Don’t get sucked into the game. Don’t let money become the most important thing in your life. Don’t fall into the trap of measuring your worth as an attorney--or as a human being--by how much money you make.”).
- 270 See *Proverbs* 11:28 (“Those who trust in their riches will fall, but the righteous will thrive like a green leaf.”); *Ecclesiastes* 5:10 (“He who loves silver will not be satisfied with silver; Nor he who loves abundance, with increase. This also is vanity.”); *Luke* 12:15 (“And He said to them, ‘Take heed and beware of covetousness, for one’s life does not consist in the abundance of the things he possesses.’”); *Luke* 16:13 (“No servant can serve two masters; for either he will hate the one and love the other, or else he will be loyal to the one and despise the other. You cannot serve God and mammon.”); see also Schiltz, *supra* note 173, at 910 (“I would be surprised if the belief system to which you subscribe--whether it be religiously or secularly based-- regards a life dominated by the pursuit of wealth to the exclusion of all else as an ethical life”).
- 271 See *Luke* 9:25 (“For what profit is it to a man if he gains the whole world, and is himself destroyed or lost?”).
- 272 See generally, LEO TOLSTOY, *THE DEATH OF IVAN ILYICH* (1886).
- 273 ALLEGRETTI, *supra* note 1, at 61.
- 274 *Id.*
- 275 *Id.* at 35; see also SCHUTT, *supra* note 1, at 65 (“[W]hat better way to love my neighbor than to assist him or her in stewardship duties by setting up a corporate entity for a family business?”).
- 276 McMorrow & Scheuer, *supra* note 7, at 278.
- 277 Nuss, *supra* note 5, at 278; see also SCHUTT, *supra* note 1, at 51 (“We are called by God to be at our posts in all areas: in our family, at work, as citizens, and in the local church.”); Tom H. Matheny, *My Faith and My Law*, in *CAN A GOOD CHRISTIAN BE A GOOD LAWYER: HOMILIES, WITNESSES, & REFLECTIONS* 66, 71 (Thomas E. Baker & Timothy W. Floyd eds., 1998) (“I find that my training in the law helps me to dissect the issues that confront the Church and sometimes helps me to come to solutions.”).
- 278 See 1 Peter 4:10 (“As each one has received a gift, minister it to one another, as good stewards of the manifold grace of God.”); *Ephesians* 2:10 (“For we are His workmanship, created in Christ Jesus for good works, which God prepared beforehand that we should walk in them.”).
- 279 See Marcus G. Faust, *Lawyer, Lobbyist, and Latter-Day Saint*, in *CAN A GOOD CHRISTIAN BE A GOOD LAWYER: HOMILIES, WITNESSES, & REFLECTIONS* 83, 84 (Thomas E. Baker & Timothy W. Floyd eds., 1998) (“My father practiced law while also serving as the lay Bishop of our congregation I have seen how being a lawyer helped him become a better church leader and how being a church leader helped him become a better lawyer.”).

- 280 See LEONARD SWEET, *NUDGE: AWAKENING EACH OTHER TO THE GOD WHO'S ALREADY THERE* 60 (2010) (“Nudge evangelism is the decipherment of the workings of the spirit in people's lives and nudging them in those directions.”).
- 281 *Id.* at 29.
- 282 See *Colossians* 3:23 (“And whatever you do, do it heartily, as to the Lord and not to men.”); *Romans* 12:6-8 (“Having the gifts differing according to the grace that is given to us, let us use them: if prophecy, let us prophesy in proportion to our faith; or ministry, let us use it in our ministering; he who teaches, in teaching; he who exhorts, in exhortation; he who gives, with liberality; he who leads, with diligence; he who shows mercy, with cheerfulness.”); see also Stephen L. Carter, *All That We Do ...*, in *CAN A GOOD CHRISTIAN BE A GOOD LAWYER: HOMILIES, WITNESSES, & REFLECTIONS* 3, 7 (Thomas E. Baker & Timothy W. Floyd eds., 1998) (“What God expects of us-- demands of us--is not that we never fail, but that we never fail to try.”).
- 283 See Teschner, *supra* note 80, at 844 (“The first level of any professional morality must be a desire to perform competently and to produce superior work.”).
- 284 MacLean, *supra* note 216, at 15.
- 285 See SHAFFER, *supra* note 1, at 61 (“I wonder if the reason biblical morality has been peripheral ... is that the Bible speaks too clearly and too plainly. Maybe the reason biblical morality has been left out is that it is both insistent and unpleasant; it demands too much.”).
- 286 Johnson, *Faith and Faithfulness*, *supra* note 4, at 35-36; Johnson, *Re-Enchanting the Corporation*, *supra* note 4, at 92; see also Colombo, *supra* note 16, at 839 (suggesting that integrating faith and work “would permit corporate officers and directors (in addition to, perhaps, employees and shareholders) to live more integrated lives, in which their professional responsibilities more closely aligned with their deepest values and beliefs”).
- 287 See BROOKS, *supra* note 196, at 12 (“You won't even achieve enduring external success unless you build a solid moral core.”).
- 288 *2 Peter* 1:19.
- 289 Johnson, *Faith and Faithfulness*, *supra* note 4, at 37 (quoting ALFORD & NAUGHTON, *supra* note 189, at 29).
- 290 Stabile, *supra* note 2, at 894.
- 291 *Cf.* Allegretti, *supra* note 1, at 31 (“Those who enter law with the intent to bring justice to a broken world, to vindicate the rights of the weak and vulnerable, to heal broken relationships, to ensure equality to all persons--these persons have responded to a true calling.”).
- 292 See Teschner, *supra* note 80, at 815 (“Any lawyer who certifies, explicitly or implicitly, that he has achieved morality in his lawyering is almost certainly immoral and undoubtedly confuses his compliance with a code of ethical behavior with that mature morality which lawyers must seek.”).

- 293 See *Romans* 3:10 (“As it is written: ‘There is none righteous, no, not one.’”); *Romans* 3:23 (“[F]or all have sinned and fall short of the glory of God.”).
- 294 See KRONMAN, *supra* note 80, at 5 (“I am aware, of course, that real human beings with their ordinary flaws do not always live up to their ideals in the real world, with its pitfalls and temptations. But that is no reason to aim lower in defining our ideals. To the contrary: it is important to aim high precisely because events and our imperfect natures drag us down; otherwise the aspirational pull of or ideals is lost, and we are defeated at the start.”); see also ALLEGRETTI, *supra* note 1, at 109 (“Although Jesus’ ethic of total love is impossible for us to fulfill, it remains relevant to our daily life, for it always judges us, challenges us, and calls us to do more.”); Rhode, *supra* note 15, at 638 (“The issue ... is not whether legal practice is uniquely inhospitable to moral oversight, but how it can be made more accommodating.”).
- 295 Teschner, *supra* note 80, at 812; see also Edwards, *supra* note 234, at 24 (observing “that legal practice is often morally ambiguous,” and that “law practice does present the issues of morally problematic situations more often than many other pursuits”).
- 296 NEWT GINGRICH, *REDISCOVERING GOD IN AMERICA: REFLECTIONS ON THE ROLE OF FAITH IN OUR NATION’S HISTORY AND FUTURE* 70 (2009) (quoting *Zorach v. Clauson*, 343 U.S. 306, 313 (1952)).
- 297 See generally Julia Duin, *It’s Hard to Find God on the Front Page*, WALL ST. J., May 4, 2018, at A13; *U.S. Becoming Less Religious*, Pew Research Center (Nov. 3, 2015), <http://www.pewforum.org/2015/11/03/chapter-1-importance-of-religion-and-religious-beliefs/>.
- 298 Rogers, *supra* note 84, 11 YALE L.J. 223, 230 (1902) (“The law of corporations is a more important and extensive branch of jurisprudence in the United States than in any of the other countries of the world.”).
- 299 See KRONMAN, *supra* note 80, at 272 (explaining that because corporate law firms “possess the greatest clout within the profession, ... [a]ny basic change in the culture of the corporate firm ... is therefore certain to have repercussions far beyond these firms themselves and to be felt in some measure by all those that stand below them in the hierarchy of power and prestige”).

43 JLEGP 143

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