

Liability, Ltd.
Corpus Corporatum and Corpus Delicti

by

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caveat lector

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A Body Politic As Well As Corporate

The term *law* properly addresses things that are inherent or fundamental. It addresses things that men observe or discover, such as the law of gravity or the law of supply and demand. Laws operate of their own accord, whether or not any man is even aware of them. They don't require enforcement by men. Any violation of a law will result in a consequence, without the intervention of men. The term *legislation* properly addresses the proclamations and declarations of men, usually intended to compel or to prohibit some specified behavior. Legislation doesn't operate of its own accord. The violation of legislation might not cause any consequence at all unless such violation is observed by men and such consequence is enforced by men.

—from *Milam's Dictionary of Distinctions, Differences, and Other Odds and Ends*

CORPORATION (Lat. *corpus*, a body). A body, consisting of one or more natural persons, established by law [sic], usually for some specific purpose, and continued by a succession of members.

It is this last characteristic of a corporation, sometimes called its immortality, prolonging its existence beyond the term of natural life, and thereby enabling a long-continued effort and concentration of means to the end which it was designed to answer, that constitutes its principal utility. A corporation is modelled [sic] upon a state or nation, and is to this day called a body *politic* as well as corporate, — thereby indicating its origin and derivation...

—from *Bouvier's Law Dictionary*

Bouvier's Law Dictionary characterizes corporations in terms of powers. According to *Bouvier's Law Dictionary*, those powers are:

1. the power of perpetual succession,
2. the power to sue and be sued, and to grant and to receive grants, and to do all acts which they may do at all, in the corporate name,
3. the power to purchase, receive, and to hold lands and other property, and to transmit them in succession,
4. the power to have a common seal, and to break, alter, and renew it at pleasure, and
5. the power to make by-laws.

In 1889, *Bouvier's Law Dictionary* listed eight different kinds of corporations.¹ In 1979, *Black's Law Dictionary* listed over 20 different kinds of corporations² and five different ways of classifying them.³ According to *Bouvier's Law Dictionary*, a corporation may, within the limits of its charter or act of incorporation, lawfully do all acts and enter into all contracts that a natural person may do or into which a natural per-

1 Aggregate corporations, civil corporations, ecclesiastical corporations, eleemosynary corporations, lay corporations, private corporations, public corporations, and sole corporations

2 Business corporations, brother-sister corporations, civil corporations, close corporations, closely held corporations, corporations de facto, corporations de jure, collapsible corporations, corporations sole, eleemosynary corporations, joint venture corporations, migratory corporations, moneyed corporations, municipal corporations, public-service corporations, non-stock corporations, not-for-profit corporations, professional corporations, quasi corporations, quasi public corporations, Subchapter S corporations, spiritual corporations, trading corporations, and tramp corporations

3 Public or private, ecclesiastical or lay, aggregate or sole, domestic or foreign, subsidiary or parent

Liability, Ltd.
Corpus Corporatum and Corpus Delicti

son may enter. *Black's Law Dictionary* refers to a corporation as an artificial person or legal entity having personality and existence distinct from that of its several members. Someone with a vivid imagination might conclude that corporations are man's first successful creation of artificial intelligence. It's sometimes useful, whether or not it's actually true, to view them as such. I suggest that you read the Addendum near the end of this essay.

No Excuse

Precedent is no excuse for doing something wrong.


— Tuesday, March 3, 1981, from *Milam's Notes*

Corporations are a mixed blessing. They've produced many benefits but, as technology has increased the power available to them, their ability to do harm has increased at least as much as their ability to provide benefits. Whether or not they're ultimately a good thing hinges upon the tradeoff between the benefits that they provide and the harm that they cause. If it's possible to control them in such a way that they cause more good than harm, then they might be worth keeping. Bear always in mind, of course, that there might be less harmful ways to accomplish the same good purposes.

If corporations are to be controlled successfully, then the source of such control must have four characteristics.

1. The source of control must not be subject to the authority of the corporation. Remember, a corporation has a life of its own.
2. The corporation must be subject to the authority of the source of control.
3. The source of control must have some sympathetic interest in the corporation, so that it will be perceived within the corporation (or by the corporation, if you prefer) as working for the interests of the corporation and so that it will actually do so.
4. The source of control must have some incentive to prevent the corporation from causing harm, or why would it bother?

There are various ideas about how to control corporations. Some people believe that workers should bear the responsibility. Others advocate that management should do it. Some people don't believe that either workers or management can do the job. They want to rely upon the regulatory agencies. Finally, the stockholders might be candidates for the job. Let's see how well each candidate satisfies the four requirements. Here's the table that I'll use but we don't know the answers yet.

Source of Control 	Requirement 1 (The source of control is not subject to the corporation)	Requirement 2 (The corporation is subject to the source of control)	Requirement 3 (The source of control has a sympathetic interest in the corporation)	Requirement 4 (The source of control has an incentive to prevent the corporation from causing harm)
Workers	?	?	?	?
Management	?	?	?	?
Agencies	?	?	?	?
Stockholders	?	?	?	?

First, however, I need to clarify the meaning of *responsibility*. When the American soldiers were killed in Beirut, Lebanon, President Reagan said that he would accept full personal responsibility. Janet Reno accepted full responsibility for the atrocity at the Mt. Carmel Center, near Waco. Was either of them indicted for mass murder? No. That's one kind of responsibility but it won't control corporations. By *responsibil-*

Liability, Ltd.
Corpus Corporatum and Corpus Delicti

ity, I mean the kind that requires the culprit to provide remedy or restitution or to be punished as a consequence of his offense. That kind of responsibility, if it can be discovered and brought to bear, will control corporations.

A Remedy

Fortune leaves always some door open to come at a remedy.


—from *Don Quixote de la Mancha*, Pt. I [1605], bk. III, I
Miguel de Cervantes (1547-1616)

Workers

My experience with workers convinces me that they generally try hard to do their jobs. While they often know that the methods of their corporation are inadequate, they should not be held responsible for things that they cannot control.⁴ The fact is that workers must do as instructed. If they don't, their employment will be terminated and corporate policy will remain unchanged. A specific worker who is proven guilty of negligence or malicious misconduct might be legitimately responsible for some specific incident. In general, however, workers are subject to the control of the corporation and must comply with its dictates. As a group, they fail Requirement 1.

The systematic deficiencies that enable most of the harm that is done by corporations result from corporate policy. My experience convinces me that no individual worker or group of workers within a corporation has much control over those policies. I have tried, as a worker, to change such policies. I don't believe that it can be done from within the ranks. Workers are **already** afraid of punishment. Making them responsible for offenses beyond their control will not enhance their integrity. It will increase their fear. Besides that, it's already been tried,⁵ without success. Workers do not have control over the corporation and, therefore, they fail Requirement 2.

Workers obviously have an interest in the corporation and an incentive to keep it out of trouble. Therefore, they easily pass Requirements 3 and 4. However, since they fail Requirements 1 and 2, it follows that they cannot be responsible for a corporation's misbehavior and should not be expected to prevent it.

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Management	?	?	?	?
Agencies	?	?	?	?
Stockholders	?	?	?	?

4 Motorists exert more control over oil company policy by driving cars than workers do by working for the oil company. If you drive a car, then why aren't you culpable after a super-tanker accident? You're part of the reason that the super-tanker was there.

5 Section 223(b) of the Atomic Energy Act of 1954, as amended, includes the following language: "Any ... employee ... who by act or omission ... knowingly and willfully violates or causes to be violated ... shall, upon conviction, be subject to a fine of not more than \$25,000 for each day of violation, or to imprisonment not to exceed two years, or both." See EMPLOYEE BULLETIN No. 35, listed in the References Section.


Liability, Ltd. Corpus Corporatum and Corpus Delicti

Management

The managers in a corporation have both an interest in the corporation's successful performance and an incentive to keep it from causing harm. Therefore, they easily pass Requirements 3 and 4. However, the performance of managers is driven by incentives that are inherent in chains of command. Those incentives involve performance appraisals, career enhancement, salary actions, reputation, getting the bills paid, impressing the secretary, and so forth. Freon degradation of the ozone layer isn't on the list. Managers are required to accomplish the corporation's objectives. They must pull together and be team players. Concerns about risks that might arise from corporation activities are either deprecated as personal problems or become the prerogative of special task forces or study groups.⁶ Uncooperative managers will be reassigned, retired, or laid off, and the sacrifice will not have an effect on corporation policy. Managers are subject to control by the corporation and don't have a way to control the corporation. Therefore, they fail both Requirements 1 and 2.

Upper level managers appear to have more control over the corporation than their subordinates. The pronouncements of high level managers are highly polished for visibility outside of the corporation. Yet, however eloquently a division general manager might promise exemplary performance, he is isolated from the performers by a chain of command that is a very good filter. As instructions pass down the chain of command, they're interpreted according to internal, not external, politics. For example, the manager of the shipping department cannot jeopardize the shipping schedule, no matter what the CEO said about containment seal integrity at the most recent news conference.

The chain of command filters in the other direction, as well. Every manager must appear competent to his boss. The boss doesn't want his staff to tell him why something can't be done, but how it can be done. He wants the people under him to be problem solvers and to bring him solutions, not problems. Accordingly, problems are handled at the lowest possible level. I doubt if anyone on the board of directors is ever told by his subordinates that the corporation harbors a potential disaster. Therefore, upper level managers also fail Requirements 1 and 2.

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Agencies	?	?	?	?
Stockholders	?	?	?	?

⁶ Such groups excel in the fine art of solution avoidance. They enhance their job security by continuing to study the problem. To actually solve the problem would be a disaster.

Managers at any level within the corporation cannot pass either Requirement 1 or 2. Certainly, in the best of all possible worlds, they as well as all of the workers would stand firm and refuse to do anything improper. They **should** stand firm, even in this world. However, think about the folks with whom you've worked over the years. How did they behave? What about your own past choices? How often have you stood up to the boss, knowing that it could cost you your job? Throughout a corporation, people perform as well as they can but they're driven by the needs of the corporation. As they struggle to survive, they compromise between right and necessity as they see it. They're all employees of the corporation and therefore they serve it and are controlled by it. If corporations are to be controlled, then the method must work in practice, not just in the best of all possible worlds. This is a good time to recall Black's description of a corporation as "having a personality and existence" of its own. It boils down to a realization that no employee or manager, however heroic, can control the corporation. No sufficiently strong coalition of heroes is ever likely to develop. None of those people can be held responsible for harm caused by the corporation.

Regulatory Agencies

The problems caused by corporations have caused the creation of regulatory agencies. Those agencies are charged with preventing the corporations from causing harm. If they're to do so, then they must pass the four requirements.

There are many ways, subtle and overt, in which a corporation might exert an influence over a regulatory agency. It would be interesting, for example, to learn how many NRC auditors were once nuclear industry designers and are auditing the progeny of their own past work. Watch the news for a few days and, no doubt, you'll find some report or allegation of industry lobbyists tinkering with the legislative and regulatory machinery. Regulators and industry executives do tend to cross paths, working in the same industry as they do, and I believe that the regulatory agencies are at least potentially subject to control or manipulation by the corporations that they audit. Accordingly, they do not pass Requirement 1.

The regulatory agencies do, however, have the authority to control corporations. The legal mechanisms are cumbersome, expensive, and uncertain, and the expense must be born by the taxpayers. Even so, the necessary authority is provided by legislation. Therefore, the regulatory agencies pass Requirement 2.

Requirement 3, however, is a whole new ball game. A regulatory agency is instantly recognized by a corporation as not having a sympathetic interest in the corporation.⁷ Not only that, the imposition of regulations is unpopular within a corporation. Safety and reliability can easily become identified with regulatory mandates. Any safety conscious employee within the corporation can then easily become identified with such mandates. That can sabotage the very resources that might otherwise have given legitimate attention to the goals allegedly promoted by the regulatory agency. I have worked with, and in, quality assurance organizations long enough to recognize and understand the helplessness of such a pariah. While working in GE's Nuclear

⁷ This is another of those times when it helps to think of a corporation as artificially intelligent.

Liability, Ltd. Corpus Corporatum and Corpus Delicti

Energy Division, I was told by William M. Barrentine, my department level engineering manager, “Sam, you’ve demeaned yourself as an engineer by even talking to those QA pricks.” That’s an exact quote. Such comments from three levels up the management chain have a chilling effect on anyone who’s trying to promote safety or quality assurance. Mr. Barrentine eventually ordered the termination of my employment due to lack of work at a time when the company was farming out excess work to subcontractors. The excess work was outside of my areas of expertise, which had become rather limited. I was qualified only for work that was in compliance with the various regulations and there wasn’t much of that being done.

The regulatory process provides corporations with great incentive for passing audits but with no real incentive for safety. Indeed, a corporation in a regulated industry need not be concerned with safety at all. That’s the regulatory agency’s problem. If the corporation’s practices are deficient and an accident results, then the corporation needs only to demonstrate that it complied with regulations. If it can do that, then it’s blameless. Even if the corporation cannot demonstrate compliance, it can still blame the agency for failing to properly regulate it⁸. I have attended more than one training class intended to help me pass audits. I was invariably instructed to say as little as possible to an auditor, to reveal nothing, and if caught in an error to refer it to committee.⁹ The result is a covert adversarial relationship wherein great effort is exerted to appear competent and cooperative, to entertain auditors, to steer them into safe areas, and to convince them that all is well while not revealing anything at all. Documentation systems are made as complex as possible to impress, confuse, or discourage auditors, but ignored in daily practice. Such documentation systems are usually familiar only to audit support personnel and are unknown to actual workers. I documented an excellent example in my report *Deferred Verifications*, which I presented to the Nuclear Regulatory Commission after Mr. Barrentine terminated my employment. A copy of that report is available via the link in the References Section. I’ll send a copy of the report, upon request, to anyone who isn’t able to download the report via the link. Regulatory agencies are perceived as lacking any sympathetic interest in the companies that they audit¹⁰ and, therefore, they fail Requirement 3.


After I submitted *Deferred Verifications* to the NRC, I noticed how busy everybody was in response to my allegations. I was the only one who was laid off. Then I noticed how nothing was being corrected at GE. It finally occurred to me that if the problems were solved then most of those guys would be out of work. I started to consider the ongoing investigations, responses, reviews, letters, audit reports, charges, and counter-charges in an entirely new light. I eventually realized that if a regulatory agency ever succeeded in regulating an industry into a safe condition, then the agency would find its own usefulness diminished. Rather, any such agency will be far more successful at self justification if it can demonstrate a need for detailed and prolific

8 The first thing that the owner did after the Three Mile Island accident was to blame the NRC for failing to provide adequate safety standards.

9 As an employee subject to audits, I was taught the auditee’s motto: “There are no errors, only nits.”

10 Later, as an auditor, I was taught the auditor’s motto: “There are no nits, only errors.”

audits, inspections, and investigations. An occasional industrial accident is a God-send, irrefutably justifying expansion of the agency's manpower and authority. The justification process relies upon the existence of problems. The threat of accidents is the regulatory industry's lifeblood. Regulatory agencies don't have any incentive whatsoever to prevent the industry from being dangerous. Clearly, they fail requirement 4.

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Workers	Fail	Fail	Pass	Pass
Management	Fail	Fail	Pass	Pass
Agencies	Fail	Pass	Fail	Fail
Stockholders	?	?	?	?

Stockholders

Obviously, the workers, the managers, and the regulatory agencies are unable to control corporations. There does exist, however, another possible source of control. That source is the stockholders. Let's see how well they satisfy the requirements.

Requirement 1

The stockholders are external to the corporation and are not under its control. Even when an employee owns stock in the corporation that employs him, his vote as a stockholder is separate and apart from his employment by the corporation. In his capacity as an employee, he is controlled by the corporation. In his capacity as a stockholder, he is beyond the corporation's control. Therefore, stockholders, even those who work for the corporation, pass Requirement 1.

Requirement 2

From the point of view of the stockholders, a corporation isn't a personality at all. It's a piece of property. They own it. They can, potentially at least, control it through the authority inherent in their power to vote. Whether or not they presently exercise such control is irrelevant. The fact is that they can do it if they want to. The stockholders therefore easily pass Requirement 2.

Requirement 3

The stockholders easily pass this requirement. Their dividend and the resale value of their stock depends upon the performance of the corporation.

Requirement 4

Under present assumptions and conventions, the stockholders fail this requirement. They don't have any incentive to prevent their corporation from causing harm because they are protected from any such incentive by the doctrine of limited liability. However, this is the only requirement that they fail and the failure can be remedied.

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The Chief Advantage

The chief advantage of an incorporated over an unincorporated body is that the members of the former are not, while those of the latter are, liable for its debts. All that the members of a corporation can be compelled to do is to pay to the common fund the full nominal value of the shares allotted to them....

—*Funk & Wagnalls*, article *Corporation*

If your dog bites the neighbor's brat, then you're screwed. If a visiting evangelist snags his toe on your carpet and breaks his holy neck, then you're screwed again. However, if a corporation poisons everybody downwind, then the owners might lose a few dollars on the next dividend or, at the very worst, the value of their stock. They're immune from responsibility, no matter how many people their property might kill. That's why the stockholders fail Requirement 4.

The treatment of corporations as distinct individuals, with personalities of their own, is well established by long practice. There are, however, things that corporations cannot do. They cannot love, marry, or get pregnant. They cannot be imprisoned or hanged, although they can be dissolved. It's been claimed that corporations cannot commit murder, but that's a lie.¹¹ In 1245 the pope decided that they could not sin so presumably Hell, like the jails, will be devoid of corporations. Unlike natural human beings, corporations are fictitious entities, creatures of the state. In some regards a corporation might behave like a person but a corporation feels neither pain nor remorse. In fact it is only property, owned by the various people who have bought shares of it. The means by which corporations can be controlled follow from these differences. People make decisions but corporations do not. Corporations are never responsible for anything that they do. Only people can be responsible for the consequences of their actions.

The doctrine of limited liability is a long-standing assumption but it isn't sacred. It can be changed or abolished. Setting aside limited liability isn't a new idea. The doctrine of Alter Ego¹² is a doctrine in which the corporate entity is disregarded and individual stockholders are held responsible for acts knowingly and intentionally done in the name of the corporation. Normally, for Alter Ego to be established, it must be demonstrated that the stockholders disregarded the entity of the corporation and made it merely a conduit for their own private business. Piercing Corporate Veil is a judicial process whereby the usual immunity of stockholders may be disregarded. This might happen for the defeat of fraud or the remedying of injustice (remember Bhopal, Suisun Bay, and Three Mile Island). The Instrumentality Rule will allow corporate individuality to be disregarded when the corporation is only an adjunct and instrumentality of a parent corporation. In such a case, the parent corporation will be responsible for the obligations of its subsidiary. In other words, it's possible for the doctrine of limited liability to be set aside in some circumstances. If it can be done in those circumstances, then it can be done in others. I believe that limited liability should be abolished for all stock ownership. All owners of a corporation should always


¹¹ Bhopal, India

¹² See *Black's Law Dictionary*

Liability, Ltd.
 Corpus Corporatum and Corpus Delicti

be personally responsible,¹³ without limit and in proportion to their ownership, for any harm caused by their corporations. It's their property and they should be responsible for it, just as I am responsible for mine. I believe that if they were, then overnight the behavior of corporations would be transformed.

Responsibility will be effective against stockholders when it isn't effective against employees because the stockholders can do something about it and the employees can't. Responsibility only puts employees between a rock and a hard spot. Responsibility will force the stockholders to vote differently. Thereby stockholders can do what employees cannot do. They can control the corporation (Requirements 1 and 2), they seek profit from stock ownership (Requirement 3), and unlimited liability will provide the incentive upon which Requirement 4 depends. If the stockholders are responsible for all of the actions of their corporation, then corporations will be controlled.

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Agencies	Fail	Pass	Fail	Fail
Stockholders	Pass	Pass	Pass	Pass

¹³ I'm referring now to their own personal assets.

He Can Be Cured

Provided a man is not mad, he can be cured of every folly but vanity.

—from *Émile; ou, De l'Éducation* (1762), IV
Jean Jacques Rousseau

The end of limited liability would be a big deal. Present stockholders would scream and gnash their teeth and many, hopefully most, would sell their stock if they could. Maybe some would even jump out of windows. Stock might not be worth very much for a while because many potential stockholders would be discouraged by the looming spectre of responsible behavior by corporations not prepared for it. Perhaps corporations in hazardous industries would disappear and some things now accomplished by corporations would be accomplished otherwise. Maybe real responsibility would eliminate some hazardous endeavors entirely, thereby showing that they weren't really necessary. We could abolish the regulatory agencies. At best, they're useless anyway. At worst, they're homes for tyrants and parasites. On those rare occasions when corporations caused a problem, the taxpayers would not need to pay for the consequences because the stockholders would have to do it. That probably wouldn't happen very often because stockholders, faced with real responsibility, would insure that their corporations didn't cause problems.

I'm not necessarily advocating an end to corporations, although I wouldn't lose any sleep without them. If it's possible to control them, then their virtues are desirable. I'm advocating an end to irresponsible ownership of corporations. Understanding limited liability as I do, I cannot in good faith own a piece of a corporation. When I finally understood the nature of stock ownership, as it is presently constituted, I sold my stock. The lost ownership was quickly forgotten and the funds were spent on better things. The peace of mind that resulted remains with me to this very day.

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Addendum

We're Not Alone

This article was appended to this essay on Monday, March 26, 2007.

For most of my life, I pondered the nature of the distinction between things that are alive and things that are not alive. Whatever definition of life I devised, I could always think of an exception. Mobility? Some living things don't move. Some non-living things do move, although not necessarily under their own power. However, some living things also move only under the influence of external forces. So, mobility isn't a good distinction between what is alive and what isn't alive. Breathing? Plants and animals transfer gases very differently from one another. Even if you ignore plants and consider only animals, eventually you have to reduce the concept of breathing down to the process of respiration — consuming a fuel, releasing energy, and producing waste in the presence of oxygen. A burning log does the same thing. Reproduction? Some living things don't reproduce. Mules and some women that I've known come to mind. The fact is that a general and unambiguous definition of the distinction between what is alive and what isn't alive remained elusive for many years.

Eventually, sometime during the year 2005, I reduced the idea to the simplest form that I could imagine. I sat aside all of the various characteristics by which we intuitively decide if something is alive or not alive. I based a tentative definition on the simplest and most pragmatic feature of life that I could imagine. I speculated that if a thing can die or be killed, then it is a living thing. If a thing cannot die or be killed, then it is a non-living thing. It's such a simple test for life that it took me decades to think of it.

After that, I spent some time thinking about the nature of killing something. You can crush a man or you can crush a rock. To crush the man does kill the man. To crush the rock doesn't kill the rock. Thus, to merely disrupt the form of something doesn't necessarily define the killing of the thing. Furthermore, you can disrupt the form of a man at least to some extent, as for example with amputation, and still not kill the man. So, the essence of killing a thing doesn't reside in changes in or destruction of its form. The essence of killing a thing resides in terminating the process that exists within the form. After that, I had my definition. If a thing has a form in which a process is under way, and if the process can be terminated without necessarily disrupting the form of the thing, then the thing is alive.

The definition was a good one. It was general and unambiguous. However, I failed to consider all of its consequences. Eventually, I mentioned the idea to someone with whom I was discussing the subject. It took him only a few minutes to notice either a problem with the definition or a startling consequence of it. That is, my definition applies exactly as well to a running automobile engine as it does to a man. Thus, according to my definition, a car is a living thing. At first, I was a little skeptical. Then, I got to thinking about his point. It's a fact that we've long applied the terminology of life to our artifacts. When an automobile engine stops running, we say that it died. If we want somebody to turn off a light, we might tell him to kill it. We talk about our computers remembering things. We refer to malfunctioning appliances as getting

Liability, Ltd. Corpus Corporatum and Corpus Delicti

sick. Not only that, we frequently communicate with our artifacts. Consider that a man is just as likely to talk to his lawn mower as a woman is to talk to her geraniums. It isn't even a new idea. Science fiction is rife with tales of machines taking over the world, of electronic systems becoming self-aware, and so forth.¹⁴

I documented my thoughts in the January 2006 *Frontiersman* in an article titled *Gods Ourselves*. In that article, I suggested that maybe there's more to it than terminology. It's as if we've unconsciously recognized the existence of a life form without consciously admitting it. In that case, we've actually created life and we're Gods ourselves. After I published the article, I continued to ponder the notion. I can't think of a better definition than the one mentioned herein. Since it's the best definition presently available, and until a better one comes along, we must necessarily accept all of its implications and consequences. Thus, we must accept the idea that our artifacts are alive. They're alive in a different way than we are but in a way that's just as real and just as valid. We've created a new form of life. My acceptance of that idea opened the way for yet another clarification of previous pondering.

Some time ago, back during the 1980s, I had several discussions with a friend during which conversations we characterized corporations as overcreatures. By that name, we intended to indicate the many life-like features of corporations. They seek resources and consume things that they need in order to sustain themselves. They produce products and generate waste. They grow. They compete with others of their kind. Sometimes, they die in the competition. The winners might consume the losers or maybe just leave them to rot. Sometimes corporations reproduce. The form of reproduction is asexual but it's nevertheless a form of reproduction. Corporations have sense organs. They detect and respond to stimuli from outside of themselves. They communicate with one another. The people who work within them serve functions that are analogous to the functions of cells in a biological organism. Those people don't have any more control over the corporations of which they are a part than the cells in your body have over you. The various departments within a corporation serve functions that are analogous to the functions of organs in a biological organism. In almost every way, corporations behave as if they are alive. Thus, my friend and I coined the term overcreature.

My definition of a living thing requires that in order to be alive a thing must have a form in which there is a process under way that can be terminated without disrupting the form of the thing. A corporation satisfies the definition. Granted, the form of a corporation isn't as contiguous as that of an automobile engine or of an amoebae. The nuts and the bolts (or the vacuoles and the cytoplasm) don't always touch one another. Nevertheless, the form of a corporation exists and it is tangible. It consists of people, buildings, land, equipment, and so forth. Not only that, it's possible for a corporation to stop functioning without any loss of any part of its physical form. Thus, a corporation entirely satisfies my definition of a living thing. Corporations are therefore alive.

¹⁴ Also, see my essay *The Lone Raver Writes Again*.

So, we're accompanied on this planet by at least two other forms of life. At last, we know that we are not alone. Given that, it's reasonable to speculate further. What other forms of life exist on this planet that, so far, we've failed to recognize?

Here's a final startling consequence of my definition. So far as I can tell, God can't be killed. Thus, according to my definition, God isn't alive.

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