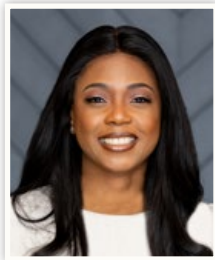




## President's Column: *Thank You*

By Keishunna R. Webster



Every year, the President of the Capital Area Bar Association has the opportunity to present awards to deserving CABA members at the Evening Honoring the Judiciary dinner in May. I view this dinner as my chance to say "thank you" on behalf of CABA to those who deserve extra recognition, whether it is for their sterling character or for being an outstanding volunteer. This year, there are not enough awards because I wish I could honor every member of CABA, especially those who volunteered in any capacity beyond just being a member.

It recently occurred to me that this message is my opportunity to do just that—to say, "thank you." Thank you to every member of CABA for joining and paying your annual dues. Those funds pay for our bar association to function at the highest level, resulting in recognition across the state of Mississippi as an example to follow.

Thank you to every member who volunteers within our organization. Whether you participate as a member of a committee, serve

in leadership, help to organize and plan CLEs, or donate your time to attend Membership Meetings, I see and appreciate you. Your time is valuable, and your generosity is applauded. It is not often that a bar association has as many members as we do or as many leaders and volunteers as we do. CABA is lucky to have you.

Thank you to those who volunteer your time in ways that sometimes go unnoticed. Anyone who serves as a CLE writer or presenter—thank you. Anyone who puts together the newsletter in which this message will appear—thank you. Anyone who attends our socials and has fun—thank you. Anyone who sponsors programs and events throughout the year—thank you.

I can assure you as a member of the CABA Board of Directors for three years and this year's President, I know we have the very best membership and volunteers. I count myself fortunate to have served as your President, and I thank you for the opportunity. I did not take this responsibility lightly, and I hope I did not disappoint. As fulfilling as this year serving this great organization has been, I am looking forward to passing the gavel to Melissa Scott, who will be the next President. I wish her the very best presidential year. Thank you, again, and I hope you have a great summer. 🍀

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## Upcoming Events

**April 15**

CABA Membership Meeting  
Noon • River Hills

The views expressed in the articles published are solely those of the authors and do not represent the views of CABA, its officers, directors, or staff.

**RSVP BY: MONDAY, APRIL 28, 2025**

An Evening HONORING the  
**JUDICIARY** Banquet

May  
14th

**Wednesday, May 14, 2025 at 6:00pm • Country Club of Jackson**

# PRACTICE POINTERS:

## *Citizenship of LLC's Members Critical to Federal Jurisdiction*

By Deborah Challener



A few months ago, the Fifth Circuit addressed the “evergreen problem” of the parties’ failure “to establish the citizenship of limited liability companies in a diversity case under 28 U.S.C. § 1332.” *Megalomedia Inc. v. Philadelphia Indem. Ins. Co.*, No. 23–20570 (Sept. 20, 2024). The court noted that it has “repeatedly held that the citizenship of an LLC is determined by the citizenship of its members. *At the pleading stage, the party invoking the federal court’s jurisdiction must allege the citizenship of each LLC’s members.*” Interestingly, the court also said that at the summary judgment stage, the party invoking the court’s jurisdiction must provide evidence sufficient to support a jury finding

of citizenship of each of LLC’s members, and, at trial, that party must prove citizenship.

In *Megalomedia*, the complaints alleged “where the LLC parties were ‘doing business’ and had their ‘principal place of business,’” but these allegations were irrelevant to the citizenship of the LLCs’ members. Although there had been a trial, there was no record evidence establishing the LLCs’ citizenship, so the Fifth Circuit remanded the case for jurisdictional discovery.

*Megalomedia* reminded me of teaching Civ Pro. One of my favorite scenarios to include in a 1L Civ Pro midterm was a fact pattern with an LLC where the students had to figure out if a federal court had subject matter jurisdiction in a removed case. 1Ls generally understood that the citizenship of corporations is based on their state of incorporation and principal place of business under 28 U.S.C. § 1332(c)(1), but they tended to forget that the citizenship of LLCs, and other unincorporated entities, is different.

*Megalomedia* is an important reminder that it pays to know your Civ Pro on the front end rather

than have the Fifth Circuit teach it on the back end. If you’re filing a case in or removing a case to federal court based on diversity jurisdiction, don’t forget that you need to properly allege the citizenship of the parties. For unincorporated entities, this means you need to research and plead the citizenship of each member of the entity. Although you may not be able to determine the citizenship of the members with certainty at the pleading stage, you should make an inquiry that is reasonable under the circumstances and plead the information you have. Similarly, if your client is sued in federal court or your case is removed and diversity jurisdiction is alleged, make sure the party invoking federal jurisdiction has properly plead the citizenship of the parties.

It may take some extra time and effort to determine the citizenship of an LLCs’ members on the front end, especially if the LLC has multiple members and one or more of those members is an LLC itself. But it will be worth the time and effort at the pleading stage to avoid a Civ Pro lesson on appeal. ➔

## CABA Membership Meeting

### *February 18<sup>th</sup>*



**Speaker: Amber Sheppard • Topic: Neurodiverse Individuals in the Legal Profession**

To view more photos of this CABA Membership Meeting, please visit [caba.ms](https://caba.ms).



# HE STARTED IT

## *(Or Going Cold Turkey on Social Media)*

By Terryl Massey

Given the current political divide (chasm) in this country, I have always prided myself on having friends on each precipice. They are all intelligent people whom I want to keep close, so we've had some calm, rational discussions about our different political perspectives. What it all comes down to, ultimately, is that we want the same things for our county—peace, prosperity, opportunity—we just have different ideas on how to achieve those goals. Almost invariably, we come to the same conclusion: we're a lot more alike than we are different. That, unfortunately, is the minority view.

Then there's family. Actually, I have family members in both camps, but they are mainly on the "other side." A couple of weeks ago, first thing in the morning, I was reminded of that partisan abyss. One of my cousins posted on Facebook about a highly divisive politician from the past. This politician has been out of the picture for some time, and the post was about a non-event. People have been encouraged to actively despise this person, however, and they can't get past it. So, the only purpose of the post, as far as I could see, was to get the name back out there for group derision.

I took the bait, shame on me, and asked why he posted it, and what's the point of stirring up hatred first thing in the morning. In response, I got a lecture on the First Amendment. I practiced media law for over ten years; I already know a little something about that particular part of the Constitution. Then my stepsister posted, "Terryl, be quiet." Oooooooh. No wonder we didn't get along. At that point, I checked out of the chat and, on impulse, Facebook altogether. It was my only social media app, so I have dropped off the grid.

Fine with me. I thought I'd miss it, particularly the videos. (My favorite was where a cop pulled over a speeder who insisted she

hadn't had a drink. "Not one drink all day?" "No." "Are you sure?" "Yes." "Do you know that you're wearing your sunglasses upside down?") But I actually haven't missed social media at all, and I suddenly have lots more free time.

Facebook had such a promising beginning, as a great way to keep up with people with whom you've lost touch. Trouble is, I had a reason for growing apart from a lot of those people, even if it was just indifference. Let's face it, if I haven't looked you up in fifty years, it's nice to know you're alive and all, and have grandchildren, but I really don't care that one of them just got an A in spelling. Just like high school, many of my former classmates are more affluent than I am. They take trips. LOTS of trips. And they post pictures. You know, I've seen your picture on your home page, so when I see you standing in front of the Arc de Triomphe, it's just two people blocking the view of a beautiful landmark. You don't have to prove to me that you went to Paris and stood in front of Notre Dame. Same with the Grand Canyon; I already know what you (and it) look like, and, hate to break it to you, but you're not Ansel Adams.

But back to my cousin. I've been pondering why he posted what he did, and I don't think it was to ruin my morning coffee. It wasn't even about politics, I don't think, nor was it about hatred, necessarily. I think it goes back to that instinctive human need to belong to a tribe. America is a big, diverse, scary assemblage of people, bound together primarily by the rule of law and a common belief in democracy. Tribes, however, are smaller, cohesive groups bound together by a common culture and history.

Tribes are comforting. Benjamin Franklin once noted that white settlers captured by Indians would, after "rescue", overwhelmingly choose to return to their Indian family. In contrast, Indians very rarely defected to the

white settlers. Why? As Sebastian Junger explained in his book, *Tribes*, there is comfort, understanding, and safety in the group. You may not be able to trust people in the general population, but your tribe members have your back. They care for you and share with you. They may not be related, as in a clan, but they are a group of people who have chosen to live together, with communal government. In contrast, most of us didn't choose to live in the United States, we just won the birth lottery.

Maslow believed that the need to belong is subordinate to only physiological and safety needs on his hierarchy. Without a sense of belonging, humans are psychologically stunted. Teenagers have long satisfied this need by insisting on that one brand of shoes that their parents can't afford. They develop their own language and resolutely reject the attempts of old people who try to adopt it. The rise of "influencers" shows that people will also bond



*Continued on page 4...*

over the right facial cream, as determined by someone they don't even know.

It's hard to have a sense of belonging in America as it is today, with many people in each major party actively wishing harm on the other side. It's a lot easier if you pick a side and join; then you've carved out a tribe. But the downside of surrounding yourself with like-minded people is that it curbs free thought. What if the "other side" proposes an idea that actually sounds good? You either swallow that thought in a hurry or risk

being mocked and ostracized. As a result, the tribe becomes increasingly insular and narrow-minded, reinforced by repetition of the same maxims.

Americans pride ourselves on our perceived freedoms, but we don't seem to value freedom of thought. What if some prominent politician agreed that the size of government should be reduced, but also thought that DEI was a good thing. Imagine politicians campaigning on what they actually believed and encouraging voters to elect them only if

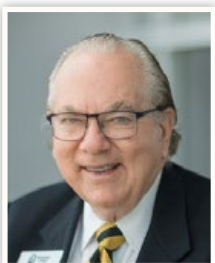
they agreed with those beliefs. Wouldn't that be confusing, but refreshing!

I have no hope that any such statesman is going to rise from this current mess, at least not any time soon. Instead, we remain polarized by our respective politicians, compelled to accept the party line or be thrust into the void alone. And if the party says we should hate, we hate. So much for freedom. In the meantime, though, I declare my freedom from social media and the tyranny of group think. I'm hoping some more will join me. 🚩

# WORDS: PART III

## "Actually..."

By Jim Rosenblatt



In a previous article I wrote about two schools of thought on the spoken word and recounted that one school was not concerned with the precision or correctness of speech or words.

This school takes the position that as long as a general idea is communicated, the form of that communication is less important than successfully conveying the idea. The other school views clear and concise speech as desirable and capable of conveying clear points in an understandable fashion that can impart nuanced positions and make fine distinctions. Excess words that have no utility not only waste time and breath but can detract from the point being made.

Filler words burden speech. They add nothing to the thought conveyed. Filler words are often used when the speaker does not know how to make a transition or needs

time to choose their next word or phrase. The classic filler words are "You know," but they have been supplanted in more recent years with the filler word "So" at the beginning of a sentence and "Right" at the end.

There is a mid-sentence filler word that now is as common as a restaurant server saying "Perfect" following the placement of an order. The adverb "Actually" is a good and decent word. It can be used to "correct ideas or facts or views" and to indicate that something is unexpected. Correcting the unexpected is clear from the following conversations. Statement: "You are so knowledgeable about atoms. You must have majored in Chemistry in college." Response: "I actually never attended college." Statement: "The Steelers are a great passing team." Response: "They actually run more than they pass." By the same token statements such as "I actually had brown hair in my younger days" or "She actually thought I was going to propose" convey a sense of surprise or that what follows is unusual.

I challenge you to listen to personal conversations, interviews on the radio, pulpit

messages, or responses to direct examination questions to see how often the word "Actually" is used in speech. You will need more than an abacus to number them. Then ask yourself was the word "Actually" necessary, did it provide meaning or understanding, did it work as a helpful adverb, or did it just land in mid-sentence to take up time or space.

In a similar vein there are two other words used interchangeably that often add nothing to the thought process—"Sorta" and "Kinda." Again, these words have a valid use even if they are considered slang and can convey the same meaning as "somewhat," "rather," or "comparatively." But often they merely take up space in conversations.

Admittedly, it may not be appropriate to use clear, concise, grammatically correct speech in all settings. But attorneys are often in an environment where thoughtful, proper speech is advantageous, expected, and necessary. In such cases, get rid of filler words, embrace a pause, and make a transition using real words. 🚩

Next article: Unnecessary phrases.





By Chad Hammons

Chad Hammons is a partner in the Jackson office of Jones Walker LLP.

# AGING GREASEFULLY

It is a sad fact that getting older means that it hurts more to eat certain things than it did when you were younger. And when I say “hurts,” I literally mean it. Cheap, greasy, and salty food that we Mississippi natives grew up on gives fair warning to all of us that it just isn’t good for you. Indigestion, heartburn, and that feeling of all-consuming mid-afternoon lethargy—a/k/a “carb coma”—are all telltale signs that we probably ought to do better.

But we persist. Like every other adult male Mississippian, I am no stranger to fried chicken, fried catfish, cheesy casseroles, vegetables cooked with bacon, and the other staples of a southern diet.

Now that I’m pushing 60 though, I’m finally learning to be a little more attuned to certain things in the hopes of preventing at least *some* side effects. As someone with a medicine cabinet full of antacids and proton pump inhibitors, I know from whence I speak. But I also know that a lifetime of cultural dietary habits will never completely be broken. As anthropologist Margaret Mead said, “It is easier to get a man to change his religion than to change his diet.”

Traveling for work doesn’t help. Trying to avoid unhealthy food on the road in Mississippi is sort of a Kobayashi Maru—there’s no way to win. The highways and byways of rural Mississippi are not exactly bursting with health food stores or even Panera Bread locations. To be sure, the Mississippi restaurant-scape of my adulthood is far different than that of my childhood, or even my fairly recent adult years. Old-school truck stops have largely been replaced by Pilot and Loves, with their hot dogs, taquitos, and co-branded fast food joints. Immigration has also influenced dining options. By my observation, there is now a Mexican restaurant in almost every small town in Mississippi.

Case in point: last week I was in the tiny hamlet of Pittsboro, the county seat of Calhoun

County, searching the land records on a judgment debtor. For those who’ve never been to Pittsboro, it is the quintessential wide spot in the road, and is a perfect example of a town that never got a railroad. So, unlike its neighbors Calhoun City and Bruce, it never grew. Nevertheless, even Pittsboro—population 157 per Google—has a Mexican restaurant called **El Jefe** across the road from the courthouse. I haven’t tried it yet but am going to make it a point to do so.

Asian restaurants are also ubiquitous. And when I say “Asian,” most of you know what I’m talking about. It is hard to find a traditional Chinese restaurant now. Most of these small restaurants bill themselves as generic “Asian” restaurants, with very similar offerings. There will always be General Tso’s Chicken, Beef and Broccoli, Cashew Chicken, etc. Many of these places also offer Pad Thai and sushi. And because we are in Mississippi, many of them will have fried chicken and banana pudding and other such things on their alternate buffet line.

## Batesville: the Bad and the Good

It’s not just the heavy meat and threes at the standard country or main street joints that add to the waistline of the unwary. These Mexican and Asian restaurants will also hurt you if you don’t watch out. I had a particularly unpleasant experience several months ago when traveling to Oxford for a meeting scheduled for 1:30. Running behind as usual, I couldn’t get to Oxford in time to have lunch as I had planned, so I stopped in Batesville. Turning west at the exit, I went down Highway 6 looking for a fast food place that wasn’t crowded (I know, I know... I can feel the condescension as I write this).

I saw the **Taco Bell** on the north side of Hwy 6. The parking lot didn’t have many cars, so I decided on it. I pulled in, got out,

went to the door, and then figured out why hardly anyone was there—it was temporarily closed for repairs. I looked around, and across the way at an adjacent shopping center (where Kroger is located), I saw **New China Buffet**. It beckoned. Good sense and sound reasoning stood no chance and yielded in short order.

Big mistake. When it is lunchtime and I haven’t eaten, I get hungry and my self-control buckles. So between eating too much, and the high starch and sodium content of the meal, I was pretty much miserable the rest of the afternoon, and was thankful I had some Tums in my car. When I mentioned to friends from Batesville that I had eaten there, they both just shook their heads and said, “Why?” “I was in a hurry,” I replied. One of my friends, a surgeon, continued to shake his head and look at me as if I were a complete idiot. He wasn’t wrong.

What’s worse is that Batesville is one of my favorite towns in Mississippi to get lunch on the road. I have great friends there, and there is a delightful little place in the older part of town, close to downtown. **Court Street Patio** is located at 108 Court Street, a couple of blocks east of the Batesville courthouse. It is in an old house, converted into the restaurant. It features a regular menu of sandwiches and salads and has a rotating daily special accompanied by a dessert. Strawberry shortcake is a staple. The setting is nice, the prices are reasonable, the people are friendly, and the food is good. It’s the type of restaurant where you can have a satisfying, freshly prepared meal, and not feel like you’ve consumed a load of grease, salt, and starch, like you do at a country buffet or its Asian equivalent.

Unless of course you just want to. They know their customer base and have the necessary options. After all, it *is* a for-profit establishment, and we *are* in Mississippi. ➡

# 33rd Annual GOLF OUTING

March 17, 2025  
Country Club of Jackson

*The Capital Area Bar Association hosted the 33rd Annual CABA Golf Tournament benefitting the Mississippi Volunteer Lawyers Project on Monday, March 17, 2025, at the Country Club of Jackson. The Tournament also hosted MVLP Executive Director Gayla Carpenter-Sanders and CABA President Keishunna Webster for introductions.*

*On behalf of CABA, Golf Committee Co-Chairs McKenna Cloud and Hunter Ransom thank all the Tournament's sponsors, volunteers, and participants! We also thank the CABA Golf Committee Members, Jason Weeks and Chris White, for their assistance with planning the Tournament.*

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