

CONTENTS

Preface	page xi
Acknowledgments	xvi
Table of Significant Codes, Restatements, and Statutes.	xviii
1 Why Autonomous Organizations?	1
1.1 Even if Software Can Buy a House, Why Would It Want To?	4
1.2 Algorithms in Conventional Legal Context	9
1.3 Modern Approaches to Software “Rights”	11
1.4 A Comment on “Rights” and “Personhood”	14
1.5 Layout of the Book	15
2 The Legal Role of Algorithms	18
2.1 Algorithm As Agreement	21
2.2 Algorithms As a Comprehensive Basis for Contract Formation	27
2.3 Dynamic Agreements.	34
2.4 The Unsuitability of Agency Law for Software	35
2.4.1 The Ambiguities of Agency Law As Applied to Algorithmic Agents	37
2.4.2 The Ambiguous Principals of Algorithmic Agents.	40
2.4.3 The Complexity of Liability in Agency Law.	43
3 In the Company of Robots	46
<i>The Creation of Autonomous Organizations</i>	
3.1 Background: Legal Personhood As “Legal Technology”.	47
3.2 The Novelty of Modern Entities in Enabling Nonhuman Autonomous Systems.	51
3.3 The Zero-Member LLC.	58
3.4 Models of Private-Law Personhood for Software.	67

3.4.1	Frameworks for Granting Legal Personhood	68
3.4.2	Formal versus Substantive Legal Personhood	70
3.5	Conclusion	73
4	The Legal Viability of Autonomous Organizations	76
4.1	The Focus of the Objections to Autonomous Organizations	78
4.2	The Workability of LLCs without Ongoing Human Internal Governance	80
4.2.1	Cross-Ownership	81
4.2.2	Vetogates	83
4.2.3	Defiance	89
4.3	The Legal Soundness of Autonomous Entities Under Current Statutes	92
4.3.1	Statutory Definitions	93
4.3.2	Business-Law Foundations	98
4.4	Are Autonomous Organizations “Absurd,” So That Courts Will Strike Them Down?	104
4.4.1	Timing and Justice	104
4.4.2	Identifying the Absurdity	107
4.4.3	The Context of Technological Change	108
4.5	Autonomous Organizations and the Internal-Affairs Doctrine	110
4.6	Conclusion	116
5	The Advantages of Autonomous Organizations	117
5.1	Apparent Problems That Aren’t Really Problems	119
5.1.1	Disaggregating the Rights of Legal Personality	122
5.1.2	The Dignity of Contracting with Software	124
5.1.3	The Renewed Vitality of Dead-Hand Control	133
5.1.4	Dangers of Artificial Intelligence	138
5.2	Practical Autonomy and Legal Function	142
6	The Limitations and Legal Implications of Autonomous Organizations	147
6.1	The Role of Intent in the Private Law	149
6.1.1	Intentional Torts, Conventional Organizations, and Autonomous Organizations	150
6.1.2	Intent and Contracts	158
6.1.3	Punishing Bad Intent	160

6.2 Drift, Abuse, and Formalism in Organizational Law 161

 6.2.1 Legal Recognition of Evolving Expectations. 163

 6.2.2 Judicial Administration and Dissolution. 164

 6.2.3 The Equitable Doctrine of Reformation. 166

Conclusion 169

Index 171

The main contention in this book is that US law already supports "autonomous" organizations — those that can exist in a steady state without requiring human involvement, subject to the normal capabilities of the law. Examples of legal organizations, such as LLCs. The book lays out how legal autonomous organizations are possible, why they are exceedingly difficult to prevent, and how they can and should influence legal practice and policy.

This is a book of actual law as applied to both actual and speculative organizations. That is, the book describes several capabilities of modern organizational law (particularly LLC law), and my argument is that those capabilities are already present and applicable to current technology, without needing about future law or making proposals for novel statutes. The book describes admittedly surprising implications of existing law that I believe are largely unavoidable, given legal principles that are already accepted and indeed entrenched in US law. One of the significant advantages of the book's arguments is that they apply to novel software systems (artificial intelligences, autonomous systems) in much the same way they apply to conventional systems (automated transactional brokers, conventional corporations, LLCs); in other words, I lay out a path for the regulation, development, use, etc. of artificial intelligence without regard to thorny philosophical and moral questions about who "deserves" personhood, whether proposed software should be to have legal rights, or the possibility of "awareness" or subjective experience. As the book's examples in the book range widely over both conventional systems and software, the point of the examples is