

FALL 2009 – BUSINESS LAW 308

COURSE SYLLABUS¹

Instructor: Michael E. Chaplin
Office: JH3252
Telephone: (818) 677-6820
Fax: (818) 677-6079
E-mail: michael.chaplin@csun.edu
Class Hours: Class 18230, Tuesdays & Thursdays, 8:00-9:15am
Class 12703, Tuesdays & Thursdays, 9:30 – 10:45am
Class 12767, Tuesdays & Thursdays, 12:30 – 1:45pm
Office Hours: Tuesdays 2:00pm – 4:00 pm; Thursdays 11:00 am – 12:00 noon; and by appointment
Textbooks: The textbook for this course is Business Law: Legal, Ethical, Global, and E-Commerce Environment, Mallor *et al.*, 14th ed., available hardcopy at the campus bookstore and elsewhere. The text is also available at a discount online at <https://ebooks.primisonline.com/eBookstore/CustomEBooks.jsp>.

Objectives of the Course

Learning Goals and Objectives for All Business Law Courses: Classes are taught using the Socratic method, with its goal of participatory learning and the development of reasoning skills. This active learning process requires students to articulate, develop and defend positions, to think critically and to engage in problem-solving. Students learn to formulate an effective legal analysis by synthesizing information, identifying legal issues, distinguishing relevant from irrelevant facts, using facts and law to support argument, reasoning by analogy and reaching conclusions based on analysis. In addition, students in all courses study ethical issues in a business context, with actual topics depending on course content.

BLAW 308: Business Law II (3 units). Study of the role of law in business including the study of legal institutions and their role in facilitating and regulating business. Includes agency and employment law, the various forms of business organizations and securities law.

You will analyze how law applies to factual settings. You will read court decisions, prepare written briefs of the decisions, orally defend your interpretations of the cases, answer hypothetical questions in open class discussion, and write papers in which you analyze contract disputes related to agency and business organizations. You will learn to distinguish the

¹ This syllabus is subject to change during the semester and assignments may be altered. Announcements will be made in class, therefore attendance is essential.

FALL 2009 – BUSINESS LAW 308

application of rules depending on changing circumstances in various cases and hypotheticals. You will learn to argue alternate sides of a dispute regardless of personal belief. You will learn to identify the functions, policies, and trends in the law, and to consider social, economic and ethical influences on the law.

Exams are composed of one or more essay questions which require you to analyze the facts, identify legal issues and apply the law in determining the outcome of hypothetical cases. Exams may also include multiple-choice, true-false and/or fill-in-the-blank questions.

Class Preparation

Attendance is mandatory. The assignments are listed below. Normally we complete one assignment each class. You will want to remain one full assignment ahead. If, for instance, we begin but do not finish an assignment, prepare the next full assignment for the next class. Assignments include readings from the text, cases, problems and questions which must be briefed in writing. If you have questions about the assigned material, please ask.

You will be called on at random throughout the semester to discuss the assigned readings and/or read your briefs and problems in class. You will not be graded on the briefs or problems. These are learning tools, not finished product. However, ***if you are unprepared or absent, this will affect your grade as discussed below.*** It is your responsibility to be prepared for every class. If you are absent, it is still your responsibility to be prepared. Exchange contact information with another student in the class to find out any missed information – you should contact that fellow student and not the professor to learn of missed work, unless you have a particular question or problem. Once during the term you may give me a note at the start of class stating that you are unprepared and no negative mark will be made. You must be present in class to give such a note - it is not available as an excuse for an absence. You may not tape record the class without permission.

Briefing Cases

To brief cases, case problems and questions, use the following “IRAC” format:

Issue: What question must be answered in order to reach a conclusion in the case? This should be a legal question which, when answered, gives a result in the particular case. Make it specific (e.g. “Has there been a false imprisonment if the plaintiff was asleep at the time of ‘confinement’?”) rather than general (e.g. “Will the plaintiff be successful?”). You may make it referable to the specific case being briefed (e.g. “Did Miller owe a duty of care to Osco, Inc.?”) or which can apply to all cases which present a similar question, (e.g. “Is a duty owed whenever there is an employment relationship?”). Most cases present one issue. If there is more than one issue, list all, and give rules for all issues raised.

Rule: The rule is the law which applies to the issue. It should be stated as a general principal, (e.g. “A duty of care is owed whenever the defendant should anticipate that her

FALL 2009 – BUSINESS LAW 308

conduct could create a risk of harm to the plaintiff.”) not a conclusion to the particular case being briefed, (e.g. “The plaintiff was negligent.”).

Application: The application is a discussion of how the rule applies to the facts of a particular case. While the issue and rule are normally only one sentence each, the application is normally paragraphs long. It should be a written debate - not simply a statement of the conclusion. Whenever possible, present both sides of any issue. Do not begin with your conclusion. The application shows how you are able to reason on paper and is the most difficult (and, on exams, the most important) skill you will learn.

Conclusion: What was the result of the case?

With cases, the text gives you a background of the facts along with the judge’s reasoning and conclusion. When you brief cases, you are basically summarizing the judge’s opinion. With case problems, the editors have given you a summary of the facts of an actual case, but have not given you the judge’s opinion. Your job is to act as the judge in reasoning your way to a ruling, again using the IRAC format. While most of these case problems are followed by a question, ignore the question and instead brief the problem.

Most briefs are one to two pages long. They must be brought to class on the day they are to be discussed. Once an assignment has been discussed, you no longer need to bring it to class. Since the briefs are not normally turned in, they may be either handwritten or typed.

Academic Honesty and Behavior – Homework and Exams

Students are responsible for knowing and complying with all College and University rules and regulations. Any incident of cheating or plagiarism will result in a Fail in the course and disciplinary action may be imposed, including expulsion from the university. For example, written homework cannot be identical to that of another student. Making your exam answers visible or accessible to others is prohibited.

University regulations are at <http://www.csun.edu/a&r/soc/studentconduct.html>

College of Business regulations are at <http://www.csun.edu/busecon/students.html>

There will be two midterms, a writing assignment and a final exam. The final exam is cumulative.

The grade allocation is as follows:

Writing Assignment: Credit/No Credit (A grade of “no credit” will result in a one point reduction to your overall course grade (e.g., 87 points to 86 points)

Case Briefs: Credit/No Credit (On a random basis, you will be asked to turn in your assigned brief(s) for review and grading on a credit no credit basis; if you receive “no credit”, your overall

FALL 2009 – BUSINESS LAW 308

course grade will be reduced by one point for each no credit)

First Midterm exam: 20% of course grade;

Second Midterm exam: 30% of course grade;

Final exam: 50% of course grade.

Your grade is affected by whether you have been prepared when called on for discussion and case briefs. As noted above, you may give a note once during the term stating that you are unprepared, and no negative mark will be made. However, if you are called on and have not given an “unprepared” note or are absent you will receive an “unprepared” mark. If you are absent when called on you are “unprepared.” One such mark will be dropped from consideration in grading. Any unprepared marks beyond that will cause your final grade in the course to be reduced by 1 point for each such mark.

The grade reached after averaging the assignment(s) and exams (and deducting for any unprepared marks) will be the minimum grade you can receive in the course. At the professor’s sole discretion, your course grade may be raised based on classroom participation and improvement. One way to increase participation is to bring news articles related to topics studied in the class.

Grading System (taken from “Regulations”, CSUN catalog)

GRADE	DEFINITION	GRADE POINTS
A	Outstanding	4.0
A-		3.7
B+		3.3
B	Very Good	3.0
B-		2.7
C+		2.3
C	Average	2.0
C-		1.7
D+		1.3
D	Barely Passing	1.0
D-		0.7
F	Failure	0

The following resources may prove helpful:

- The Purdue University Writing Lab. Available: <http://owl.english.purdue.edu/>.

FALL 2009 – BUSINESS LAW 308

- American Psychological Association. (Nov. 19, 1999). Electronic reference formats recommended by the American Psychological Association (online). Available: <http://www.apastyle.org/electref.html>. (Jan. 17, 2006).
- University of Wisconsin. Academic writing: Quoting and paraphrasing (online). Available: <http://www.wisc.edu/writing/Handbook/QuotingSources.html>. (Jan. 17, 2006).
- Strunk, W. (1999). The elements of style (online). Available: <http://www.bartleby.com/141/index.html>. (Jan. 17, 2006).

General Instructions on Taking Exams

Answer each question fully, clearly, and in the order given. Mere conclusions receive no credit. You should:

- Discuss the issue.
- Define and discuss any principles of law, legal theories, etc., relevant to the question.
- Fully apply the given facts to the legal principles on which you rely. Do not ignore any facts, even if they do not support your conclusions. Do not assume that I know that you know something - tell me in your exam what you know, defining every legal term used.
- The actual conclusions you reach could be the least important part of your answer - but you must base your conclusions on complete and intelligent applications of the facts to the legal principles involved.
- If further facts could affect the outcome of the problem, state with particularity what they are, and how they could affect the outcome.
- You must use the “IRAC” format, unless otherwise directed.
- Discuss all issues - some questions have more than one issue.
- If you need scratch paper to make notes, use your exam itself. Although you must turn it in, it will not be graded. You may also designate a page of your bluebook as “notes” and it will not be graded.
- Caution:
 - Use non-eraseable dark blue or black ink for your essays. Do not use white-out or tear pages out of your blue book.
 - Bring one large bluebook and one 882 scantron to the midterms and final. Do not write your name on the bluebook - they will be exchanged in class. When you get

FALL 2009 – BUSINESS LAW 308

the bluebook in class that you will use for your exam, write your name on the inside back cover of the bluebook. Do not write your name on the front cover of the bluebook. The purpose of this requirement is to ensure blind grading. Write on every line of the blue book. Write on only one side of each page; however you may use the facing page to insert information. Write your name on the exam itself. When you complete the exam, place the exam and scantron inside your bluebook and turn in the whole as a package. Failure to follow all of these directions will cause a 1 point reduction in your exam grade. Failure to return the exam itself will result in a grade of “F” for the exam and may be referred to the Dean’s office for further proceedings.

- All exams are closed book. However, you may bring a maximum of two pages (i.e., two sheets of 8.5 by 11 paper) of notes (typed or handwritten) to class for each exam. Make sure that all other study materials are completely out of sight. Make sure that all books, notes (other than the two pages of notes referenced above), bookbags, and purses are placed in front of the class at the start of the exam. There is a presumption of cheating if any unauthorized study materials are within view during exams. Note: all cases of cheating result in a grade of “F” for the course and are referred to the Dean’s office for further action.

Legal Advice, Department Information, & University Guidance

- Faculty members may not provide legal advice or provide legal services to students.
- If you need legal advice or information regarding the law, please visit the Department of Business Law web page at <http://www.csun.edu/~hfbus019/>. This site also provides information regarding law school admission, internship programs, and department scholarship awards.
- To improve your study strategies and writing skills make an appointment or visit Learning Resource Center, located in Bayramian Hall 408 or <http://www.csun.edu/lrc/>.
- For advice on personal issues visit the Counseling Center (818) 677-2366, Room 520 (5th floor) in Bayramian Hall (formerly the Student Services Building) <http://www.csun.edu/counseling/cgi-bin/index.php>

FALL 2009 – BUSINESS LAW 308

ASSIGNMENTS²

	Date	Class topics	Work due
1	August 25	Introduction	Read Course Syllabus
2	August 27	Agency	Read 896-901 Brief <u>Eisenberg</u> , and Problem Case (“PC”) 1 & 3
3	September 1	NO CLASS Writing Assignment DUE: 9/3/09	<u>Using Lexis</u> , locate <u>Siemens Building Tech., Inc. v. PNC Fin. Servs.</u> , 2007 U.S. App. LEXIS 7752. Identify the key difference between the second and third restatement of agency and discuss the potential impact of the change. Writing assignment goal: (1) to learn to use Lexis, (2) to see changes in agency law
4	September 3	Agency	Read 901-910 Brief <u>ABKCO</u> , PC 6 & 9
5	September 8	Agency	Read 913-919 Brief <u>Opp v. Wheaton</u> , <u>The Work Connection</u> , PC 2
6	September 10	Agency	Read 919-928 Brief PC 8, 9, 10
7	September 15	Employment Law	Read 1315-1323 Brief <u>Darco</u> , PC 1 & 2
8	September 17	Employment Law	Read 1323-1334 Brief <u>Becknell</u> , PC 3 & 4
9	September 22	Employment Law	Read 1334-1341 Brief <u>TBG</u> , PC 6 & 10

² Please note: While you are only required to brief the materials assigned for briefing, you must read and are responsible for all material in the assigned readings.

FALL 2009 – BUSINESS LAW 308

	Date	Class topics	Work due
10	September 24	First Midterm (Agency & Employment Law)	First Midterm (Agency & Employment Law)
11	September 29	Review First Midterm Quiz	Review First Midterm
12	October 1	Business Organizations & Partnerships	Read 932-941 Brief <u>Southex</u> , PC 2 & 3
13	October 6	Partnerships	Read 941-948 Brief PC 4, 5 & 9
14	October 8	Partnerships	Read 951-961 Brief <u>Specter</u> , <u>NBN</u> , PC 2
15	October 13	Partnerships	Read 961-964 Brief <u>Moren</u> , PC 7, 8 & 9
16	October 15	Partnerships	Read 967-975 Brief <u>Schwartz</u> , PC 1
17	October 20	Partnerships	Read 975-983 Brief PC 4, 6 & 8
18	October 22	Partnerships	Read 985-994 Brief <u>Katris</u> , PC 2
19	October 27	Partnerships	Read 994-1004 Brief PC 3, 6 & 8

FALL 2009 – BUSINESS LAW 308

	Date	Class topics	Work due
20	October 29	Second Midterm (Business Organizations & Partnership)	Second Midterm (Business Organizations & Partnership)
21	November 3	Review Second Midterm Quiz	Review Second Midterm
22	November 5	LLCs, LLPs, LPs, Corporations	Read 1008-1017 Brief <u>Ryan</u> , PC 1 & 3
23	November 10	LLCs, LLPs, LPs, Corporations	Read 1017-1023 Brief <u>Hildreth</u> , PC 4 & 9
24	November 12	LLCs, LLPs, LPs, Corporations	Read 1027-1035 Brief PC 2, 3, & 4
25	November 17	LLCs, LLPs, LPs, Corporations	Read 1035-1045 Brief <u>Coyle</u> , PC 9 & 10
26	November 19	LLCs, LLPs, LPs, Corporations	Read 1047-1058 Brief <u>Grimes</u> , PC 1 & 2
27	November 24	LLCs, LLPs, LPs, Corporations	Read 1058-1070 Brief <u>Brehm</u> , & <u>Guth</u>
28	December 1	LLCs, LLPs, LPs, Corporations	Read 1071-1079 Brief PC 5, 9 & 10
29	December 3	LLCs, LLPs, LPs, Corporations	Read 1083-1098 Brief <u>Reynolds</u> , <u>Dodge</u> , PC 3

FALL 2009 – BUSINESS LAW 308

	Date	Class topics	Work due
30	December 8	LLCs, LLPs, LPs, Corporations	Read 1098-1111 Brief <u>Zapata</u> , <u>Brodie</u> , PC 9