

**COURSE SYLLABUS  
BUSINESS LAW II (308)  
Professor Golden  
Spring 2009**

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Office Hours: Monday: 12:15 p.m. – 1:15 p.m.  
Wednesday: 12:15 p.m. – 1:45 p.m.  
3:15 p.m. – 3:45 p.m.  
And by appointment

Prerequisite: BLAW 280

### **WebCT**

IT IS YOUR RESPONSIBILITY TO CHECK WEBCT REGULARLY FOR ANNOUNCEMENTS AND OTHER PERTINENT INFORMATION RELATED TO THE COURSE.

### **Objectives of the Course**

Business Law 308 is designed to provide students with an understanding of the legal and ethical environment in which business decisions are made. You will learn of the complexity of legal rules, regulations, and court decisions affecting agency law, employment law, and the law of business organizations.

You will continue to develop the analytical reasoning and writing skills you learned in Business Law I. You will read court decisions, prepare written briefs of the decisions, orally defend your interpretations of the cases, and answer hypothetical questions in open class discussion. You are also encouraged to comment on and evaluate the law. You will learn to identify the functions and policies in the law, to compare various forms of doing business, and to consider social, economic, and ethical influences on the law.

### **Class Preparation**

The assignments are included in this syllabus. Be prepared to complete at least one full assignment each week. Even if we do not complete an assignment, prepare the next full assignment for the next class. Assignments include reading from the text, and writing briefs of cases and answers to problems. The cases are contained in the text, while the case problems appear at the end of the chapter. **You are required** to bring your written briefs (typed or handwritten) of the cases and your answers to the case problems to class on the day for which they are assigned. Briefs and case problems must be submitted on WebCT **no later than the start of class** on the day they are due in order for you to receive homework credit.

### **Classroom Policies**

Pagers and cell phones should be turned off. **DO NOT** text message or use your iPod during lectures. Lectures may not be recorded. Please wait until lecture is over before packing up

and leaving. With very few exceptions, no make-up exams will be given. *Anyone who text messages in class will lose a participation point.*

## Course Requirements

1. Two midterms: each midterm will comprise 20% of the final grade. The midterms will cover the material indicated on the class assignment list and will be comprised of objective questions requiring detailed analysis of various fact patterns. They may also include short essay questions.
2. Final: 30% of the final grade. The final examination will be cumulative, but will emphasize material covered since the second midterm. It will be similar in form to the midterms. The final will be given on the date and time indicated in the Schedule of Classes.
3. Class attendance and participation: 10% of the final grade. There are no excused absences. Arrive to class on time. Three late arrivals will constitute one absence. **If a student is absent more than three class sessions, his or her final grade in the class will be reduced one grade level.** For example, if a student's total points equate to a "C" for the semester, that grade will be reduced to a "C-" if the student is absent more than three times. If a student is absent for more than 50% of the class sessions, that student will receive a grade of "F" in the course.

If you do miss class, you are responsible for the material covered on that day and should find out what you missed from another student.

You will be called on at random throughout the semester to answer questions or read your case problems and briefs. You will receive a participation point simply for reading your homework, regardless of whether or not you answered the question correctly. Three times during the semester 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. If you are unprepared (and have not submitted a note) or absent when called upon, you will receive an "unprepared" mark. **Any student who is unprepared when called on will receive a one-point reduction from his or her participation grade in the class.**

4. Submitted homework assignments: 10% of the final grade. Each week you will post the required homework assignments on WebCT. Assignments are due **no later than the beginning of class** on the day they are due in class. **Do not** submit assignments in person or via email, unless requested to do so. You will receive points for completing the homework – the assignments will not be graded. However, in order to receive credit, your answers should be more than a sentence or two long. **Make sure to work off-line and save a copy of your answers.**

5. Courtroom Visitation: 5% of the final grade. You are to attend one **jury** trial in progress. The case can deal with criminal or civil issues. **No credit will be given for observing jury selection, traffic court, small claims court, law and motion hearings, bench trials or assignments out of the master calendar.** In order to locate a trial in progress, you should speak to the information officer at the courthouse you select, or speak to a court clerk or bailiff in any courtroom. You should plan to make this visit between 9:30 a.m. - 12:00 p.m. or 1:30 p.m. - 4:00 p.m., Monday through Thursday. Many courts are closed on Friday. You do not need to observe the entire trial - plan to stay two to three hours. You may need to ask the bailiff or court clerk some information during appropriate breaks. Dress appropriately. You may attend the same trial as fellow classmates as long as you write your reports individually. **Alternate assignments** are available for those who can produce documentation indicating that they *cannot* attend a jury trial.

Format instructions (Deductions will be made for failure to follow instructions.)

1. The reports should be four pages, typewritten, double-spaced, 12-point font;
2. Number the pages;
3. Do *not* print on both sides of the page;
4. All margins should be one inch;
5. Do *not* leave extra room between paragraphs;
6. Do *not* include a cover sheet.

Visitation report requirements

1. Courthouse visited and date;
2. How you located a trial in progress;
3. Name of the case you observed;
4. Type of case you observed (civil or criminal, causes of action or crimes charged, the facts available to you);
5. Explain how the law applied to the facts of the case, if possible;
6. Explain how the case related to a topic covered in class, if possible; if the topic has not been covered in class, check the book or the internet for the applicable definitions of the legal concepts being discussed in the case;
7. Description of the attorneys' roles (e.g., questioning witnesses, making objections, speaking to the judge and jury);
8. Description of the judge's role;
9. Your reaction to the proceeding. (Was the proceeding what you expected, were you excited, bored, etc.)

Papers will be graded for form as well as content. The majority of the report should *not* simply summarize the facts of the case. Please write in paragraph form. You may submit the report for feedback before the due date.

**Due: the beginning of class on Wednesday, September 23**

6. Partnership Agreement: 5% of the final grade. You may work in groups of two or three (people from this class) to create a partnership agreement. Write a partnership agreement which includes all necessary considerations for creating a partnership, including the type of partnership, duties (check those listed in the text), rights and financial issues. You may use any standard partnership agreement as a guide, but **do not** simply “fill in the blanks” of a standard form or retype a form changing only a few words. **NO CREDIT WILL BE GIVEN FOR FILLING IN THE BLANKS OF A STANDARD FORM.** Instead, make any necessary modifications or additions. The agreement should include all elements necessary to make it legally binding, including each group member’s signature. However, at the top of the agreement, write, “CLASS ASSIGNMENT ONLY.” *Significant* changes must be made to the partnership form used. The best agreements not only incorporate the information listed below, but also put the agreement in your own words. (For example, you can change the word “shall” to “will.”) You may obtain a form partnership agreement at many stationers and bookstores or you may copy one from a layperson’s guide to business organizations, which should be available in any law library. Public law libraries are located in most courthouses, along with the central county law library downtown. Many students have found forms on the internet. You should not have to pay to find a form.

For full credit, you must hand in the following in a folder or notebook:

1. all notes and drafts
2. the original partnership form that your group used
3. one final copy of the agreement per group
4. a history of how the partnership was formed
5. specific duties of each of the partners
6. applicable information from the text regarding the partners’ duties
7. an example of what the business will be doing (such as a menu, sample price list)

**Due: the beginning of class on Monday, November 23**

### **Extra Credit**

During the semester, there *may* be opportunities for extra credit. However, you should not count on extra credit points as a way of raising your grade.

### **Grading Policies**

**Plagiarism and cheating will not be tolerated.** Any student found to have either submitted work that was not his/her own or cheated on an exam will be given an “F” on the assignment, potentially in the class, and may be referred to the office of student affairs for further discipline.

Grades will be given utilizing the grade point scale set forth in the “Regulations” section of the CSUN catalog. Grades are based on a 100 point scale, and plus and minus grading will be used. All cases of cheating result in a grade of “F” for the course and are referred to the Dean’s office for further action.

**Please note:** the grade reached after averaging the assignments and exams 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 class participation and improvement.

## Required Materials & Class Assignments

1. Text: Business Law: The Ethical, Global and E-Commerce Environment 14th Edition (Mallor, Barnes, Bowers & Langvardt). The text is available at the bookstore and online. You may also purchase only the required chapters online at: <https://ebooks.primisonline.com/eBookstore/CustomEBooks.jsp>  
Note: Only brief the cases and do the case problems (CP) listed below. Read all others included in the reading.
2. WebCT access and account (available from your computer).

## WebCT

IT IS YOUR RESPONSIBILITY TO CHECK WEBCT REGULARLY FOR ANNOUNCEMENTS AND OTHER PERTINENT INFORMATION RELATED TO THE COURSE.

*REVIEW:* Ch. 1: p. 2 – 3, p. 4 – 6, p. 8 – 9. Ch. 2: p. 29 – 30; p. 34 – 37; 39 – 53 (you may skip material in blue boxes)

## AGENCY LAW

### The Agency Relationship

1. Read: p. 896 – 899 (skip General & Special Agents, Gratuitous Agents)  
Do: CP #1, #2 p. 910

Also do the following problem: Jack runs a baseball card shop. Linda, who knows little or nothing about baseball or baseball cards, agrees to run the shop for Jack while he went out for dinner. Jack gives Linda the following instructions:

1. She may sell any card for the price marked on the card.
2. Pointing to a case containing the more expensive cards, he tells her that he might negotiate the price on those cards if the customer wants to wait until he returns.

Shortly after Jack left, Linda sold Billy, a 10-year-old little league player, an Ernie Banks rookie card for \$12. The card bore a sticker on the back which read “1200.” Billy apparently was unaware of the card’s true value and did not try to negotiate its price. Did Linda have express, implied, or apparent authority to sell the card for \$12?

2. Read: p. 901 (Duties of Agent to Principal) – 904  
Brief: *ABKCO Music Inc. v. Harrisongs Music, Ltd.* p. 902  
Do: CP #4, #5, #6 p.911
3. Read: p. 906 (Duties of Principal to Agent) – 910 (skip Termination of Agency Powers Given as Security)  
Do: CP #10 (*only answer the question: Did he have authority to do so?*) p. 912

### Third-Party Relations of the Principal and Agent

4. Read: p. 913 - 918

- Brief: *Opp. V. Wheaton Van Lines, Inc.* p. 916  
Do: CP #1, #2, #3 p. 928
5. Read: p. 919 (Contract Liability of the Agent) – 924 (up to Direct Liability)  
Brief: *Treadwell v. J.D. Construction Co.* p. 920  
Do: CP #9, #10 p. 928 – 930
6. Read: p. 924 (Direct Liability) – 928 (skip Liability for Agent's Misrepresentations)  
Brief: *Millan v. Dean Witter Reynolds, Inc.* p. 925

### **MIDTERM #1**

**The date will be announced in class and on WebCT. This exam *may* be given after assignment #7.**

### **EMPLOYMENT LAW**

7. Read: p. 1323 (Title VII) – 1330 (through *Keeton*)  
Brief: *Becknell v. Board of Education* p. 1324  
*Keeton v. Flying J, Inc.* p. 1329  
Do: CP #3, #4, #5 p. 1342

### **PARTNERSHIP LAW**

#### **Introduction to Forms of Business and Formation of Partnerships**

8. Read: p. 932 – 937; p. 938 – 942 (through *Southex.*); p. 942 – 948  
Brief: *Southex Exhibitions, Inc. v. Rhode Island Builders Assoc., Inc.* p. 941  
Do: CP #3 (substitute the term “joint venturers” for the word “partners” in the question) #6, #7, #9 p. 948 – 950

#### **Operation of Partnership and Related Forms**

9. Read: p. 951 – 956 (through *Spector*, skip Joint Ventures & Mining Partnerships)  
Brief: *Spector v. Konover* p. 955  
Do: CP #1, #4 p. 924
10. Read: p. 956 – 963 (skip the *NBN Broadcasting* case)  
Do: CP #7, #8 p. 965 – 966

## MIDTERM #2

The date will be announced in class and on WebCT.

### Limited Liability Companies and Limited Partnerships

11. Read: p. 985 – 992  
Do: CP #1, #4, #5 p. 1004
12. Read: p.993 – 1001 (skip Mergers and Conversions)  
Brief: *Moser v. Moser* p. 995  
Do: CP #10 p. 1006

## CORPORATIONS

### History and Nature of Corporations

13. Read: p. 1008 – 1011 (up to Regulation of Foreign and Alien Corporations)  
p. 1017 (Piercing the Corporate Veil) – 1022  
note chart p. 1022  
Do: CP #8, #9, #11 p. 1025

### Organization and Financial Structure of Corporations

14. Read: p. 1030 (Steps in Incorporation) – 1032  
p. 1036 (Financing For Profit Corporations) – p. 1038  
Do: CP #6, #8 p. 1045 – 1046

### Management of Corporations

15. Read: p. 1056 – 1067 (up to Duties of Loyalty)  
Brief: *Brehm v. Eisner* p. 1058  
Do: CP #4, #5, #6 p. 1080
16. Read: p. 1067 – 1075  
Brief: *Guth v. Loft, Inc.* p. 1069