

**BUSINESS LAW II (BLAW 308 – 3 units) Revised 5/26/15**  
**Professor Carr**  
**Summer 2015**

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Text: BUSINESS LAW: THE ETHICAL, GLOBAL AND E-COMMERCE ENVIRONMENT,  
15<sup>th</sup> ed., Mallor *et al.*, (2013). (Yes, you must have the 15<sup>th</sup> edition.) The  
textbook is available hardcopy at the campus bookstore and elsewhere.  
A custom electronic version, with just the chapters that we will use in  
class, is available at a significant discount online at:  
[www.mcgrawhillcreate.com/shop](http://www.mcgrawhillcreate.com/shop)  
Enter ISBN 9781121608085  
The price is \$25.98.

Moodle: **It is your responsibility to check Moodle regularly for  
announcements and other information related to the course.**

**Objectives of the Course**

**Mission, Learning Goals and Objectives:**

The mission of the Department of Business Law is to enable students, through excellence in teaching, to recognize and analyze legal issues arising in the business environment.

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.

**LIFE LONG LEARNING OVERALL GOAL:** Students will develop cognitive, physical and affective skills which will allow them to become more integrated and well-rounded individuals within various physical, social, cultural, and technological environments and communities.

Life Long Learning GE SLO #1: Students will identify and actively engage in behaviors conducive to individual health, well-being, or development, and understand the value of maintaining these behaviors throughout their lifespan.

BLAW 308 helps students learn the law relevant to engaging in business. This includes laws that help their own progress in life as well as those that help maintain a healthy and well-functioning society. In addition, students learn the process of legal analysis, so that they can develop their skills of critical thinking and problem solving. This is helpful to students to become fully developed students and adults.

Life Long Learning GE SLO #2: Students will identify and apply strategies leading to health, well-being, or development for community members of diverse populations.

BLAW 308 teaches students to learn how to identify issues and apply law to situations. Doing this, students learn skills of issue identification and analysis, furthering the development of legal rights and duties in our diverse society.

Business Law II (BLAW 308) focuses on the study of the role of law in business including the study of legal institutions and their role in facilitating and regulating business. Included are 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 and answer hypothetical questions in open class discussion. You will learn to distinguish the 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 factual situations, identify legal issues and apply the law in determining the outcome of hypothetical cases. Exams will include multiple-choice questions.

## **Class Preparation**

The assignments are listed below. Normally we complete one assignment each class, however, always be one full assignment ahead. If we begin but do not finish an assignment, prepare the next full assignment for the next class. Assignments include reading from the text and written preparation. You must write all briefs for all classes and they will be randomly checked from time to time. When asked, you must either be able to show your briefs, whether in a notebook or on your laptop or tablet. If you have questions about the assigned material, please ask. You may not tape record the class.

It is your responsibility to be prepared for every class. If you are absent, it is still your responsibility to be prepared for class. Exchange contact information with another student

in the class to find out any missed information from an absence. You should contact that fellow student, rather than the professor, 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 for class discussion 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 or a brief that is to be turned in through Moodle.

You are expected to show respect for your classmates, your professor, and the university, and not to engage in disruptive behavior. If you walk in late, please do so quietly and take a seat in the back of the room. Food is not permitted in the classroom, nor is sleeping during class or raising your voice to fellow students or the professor. You may be asked to leave class for disruptive behavior and you may be required to speak with the Student Conduct Coordinator before returning to class.

*Briefs:* In addition to reading the text, it is strongly recommended that you outline the chapter or take notes as you go. In addition, there are cases and problem cases which must be briefed in writing. A "case" is a court case which is contained in the text. A "problem case" ("PC") is an end-of-chapter case, which, again, must be briefed. These PCs are also actual court cases, but do not include the court's decisions - that will be your job to analyze. When a PC contains questions, simply ignore them, and instead brief it as a case.

You will be called on at random throughout the semester to read your briefs in class. You will not be graded on the briefs because these are learning tools, not finished product. However, if you are unprepared or absent, this will affect your grade.

## **Briefing Cases**

To brief cases and PCs, 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, however, if there is more than one issue, list all, and analyze 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 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 written debate - not simply a statement of the conclusion. 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? When briefing a case, make sure you give the result reached by the court, rather than your opinion of what should have happened. When briefing a problem case or writing an exam essay, be sure to draw a reasoned conclusion based on the rules and application you presented.

Most briefs that you prepare for class will be about one typewritten page. If you choose to handwrite them, they will be longer. Each brief must be brought to class on the day it is scheduled to be discussed, and thereafter in the event that we are behind, and you should take notes on them as we discuss them. Once a case has been discussed in class, you no longer need to bring it to class, but you should keep it to study for the exam. The briefs may be handwritten if they are not scheduled to be turned in.

## **Exams and Grading**

Your grade will be based upon participation, one midterm, and a cumulative final. Plus/minus grading is used. The grade allocation is as follows:

Participation (attendance, discussions, class preparation): 15% of course grade  
Midterm: 35% of course grade  
Final exam: 50% of course grade

Attendance is mandatory and will be taken at every class meeting. You may have one absence during the semester, but any other absences will result in a loss of 5 points for each absence. Tardiness is disruptive to the entire class. You may have one tardy during the semester, but any other tardies will result in a loss of 5 points for each tardy. Your grade is affected by whether you have been late, left class early, prepared when called on, and whether you have turned in required briefs. If you are late, absent, or unprepared when called on, that will be noted, and will have a negative impact when calculating your final grade.

The grade reached after calculating the participation, midterm, and final exam 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/or improvement.

## 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 the reader knows what you're talking about. Define every legal term used.
- You must base your conclusions on complete and intelligent applications of the facts to the legal principles involved. Thoughtful arguments and detailed analysis are more important than the conclusion that you reach.
- If further facts could affect the outcome of the problem, state with particularity what they are, and how they could affect the outcome.
- Use the IRAC format, just as we do in class. Discuss the issues involved, the applicable legal rules, and an application of the law to the facts to reach your outcome. 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 in the exam, your notes will not be graded. You may also designate a page of your examination book (available for purchase at the bookstore and Arbor Grill) as "notes" and that page will not be graded.

### Be sure to:

- Use non-erasable dark blue or black ink for your essays.
- Use pencil on the scantron, and write your name on it. **If you do not write your name on the scantron, you will receive a zero (0) on that portion of the exam.**
- Do not use white-out or tear pages out of your examination book.
- Bring one large examination book and one 882 scantron to each exam.
  - Do not write your name on the examination book - it will be exchanged in class prior to the start of the exam.
  - When you get the examination book in class that you will use for your exam, write your name on the **inside back cover**. Do not write your name elsewhere on the examination book. The purpose of this requirement is to ensure blind grading. **If you do not write your name in the examination book, you will receive a zero (0) for that portion of the exam.**
  - Write on only one side of each page; however you may use the facing page to insert information.
- Write your name on the typed exam itself. **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.** So, in order to give you credit for turning it in, it must have your name on it.

- A minimum of one point will be deducted from your exam grade for each instruction you fail to follow.

All exams are closed book. Make sure that all study materials are completely out of sight. Make sure that all books, notes, bookbags, and purses are placed in front of the class at the start of the exam. **Cell phones must be turned off and stowed away.** There is a presumption of cheating if any study materials are within view during exams. There are no restroom breaks during exams as they, too, carry a presumption of cheating. 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**

**Faculty members may not provide legal advice or legal services to students.** If you need legal advice or information regarding the law, resources can be found on the Department of Business Law web page at <http://www.csun.edu/blaw/student-resources>.

**If you have any questions about the material contained in this syllabus, please contact the professor. Your continued enrollment in the course signifies your agreement to the terms of this syllabus.**

### Course Topics and Assignments

Date	Class topics	Work due
5/26	Intro; Review IRAC and civil procedure; begin Agency	Review Ch. 2; Begin Ch. 35; brief <i>MDM</i> .
5/28	Agency	Read Ch. 35; brief PC1, PC2, <i>Eisenberg</i> , <i>Abkco</i> , PC4, and PC6
6/2	Third-party relations of the principal and agent	Read Ch. 36; brief <i>Opp</i> , PC2, <i>Treadwell</i> , PC8, PC9, and PC10
6/4	Employment Law	Read Ch. 51; brief <i>Darco</i> , <i>Rawlinson</i> (follows assignment list), PC4, PC2, PC11
6/9	Catch-up; review	Bring your questions
6/11	Midterm; start business organizations	
6/16	Business Organizations	Start Ch. 37; brief <i>Southex</i> , PC3 and PC6
6/18	Partnerships	Read Ch. 38; brief <i>PC8</i> , PC9, and PC10.
6/23		Read Ch. 39; brief <i>Schwartz</i> , PC1, PC4, PC7
6/25	LLCs, LLPs, and LPs	Read Ch. 40; brief <i>Katris</i> , PC2, PC5, & PC8
6/30	Corporations	Ch. 41; brief <i>Hildreth</i> , and PC9. Ch. 42; brief <i>Coyle</i> , PC2, & PC9.
7/2	Corporate Management and Shareholders' Rights and Liabilities	Read Ch. 43; brief <i>Brehm</i> , <i>Guth</i> , <i>U.S. v Jensen</i> , and PC 2. Read Ch. 44
7/7	Final exam; course wrap-up	

***Department of Public Safety of Alabama v Rawlinson***

Dianne Rawlinson, a female applicant was rejected for employment as a prison guard in the Alabama prison system because she did not meet the qualification that all prison employees be at least 5 feet 2 inches tall and weigh at least 120 pounds. Also, there was a rule expressly prohibiting women from assuming close-contact prison guard positions in maximum-security prisons (most of which were all male). Alabama's maximum-security prisons housed their male prisoners barracks-style rather than putting them in cells, and they did not separate sex offenders from other prisoners.