
REVISED 7/16/17

BLAW 308

Business Law II – Agency and Business Organizations

Overview

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 appellate 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.

Class Preparation

This course will meet once per week face-to-face. All other work will be done online in a [Canvas course](#) and with the use of the textbook which is available in hard copy or online.

The assignments are listed below. Normally we complete one assignment during each face-to-face class. If we begin but do not finish an assignment, prepare the next full assignment for the next class. Assignments include reading from the text, online videos and exercises, online quizzes, and writing case briefs. If you have questions about the assigned material, please ask. You may not audio or video record the face-to-face class meeting, nor take any photos in the classroom.

It is your responsibility to be prepared for every class. If you were absent for one face-to-face class, it is still your responsibility to be prepared for the next class and to make up the work that you missed. You'll have access to all of your classmates in the Canvas forum, so please be sure to find out any missed information from an absence. Once during the term, you may give me a note at the start of a face-to-face 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 Canvas.

Please note that on Canvas, [Course Summary](#) contains only those assignments that need to be submitted. There are additional reading and briefing assignments, so please be sure to follow this syllabus.

Fall 2017 – Section 13397
Tuesday 8:00am – 9:15am
Classroom: JH 1133

Instructor: Professor Carr
E-Mail: nanci.carr@csun.edu
Phone: 818/677-3984
Office: JH 3251
Office Hours: Tues/Thurs 12:15-1:15pm, virtual as posted on Canvas, and by appointment

Textbook

BUSINESS LAW: THE ETHICAL, GLOBAL AND E-COMMERCE ENVIRONMENT, 16th ed., Mallor *et al.*, (2016). (*Yes, the 16th ed. is required. An older text will not match the assignment list.*) The textbook is available in hardcopy at the campus bookstore (no access code is required) and elsewhere. A custom electronic version, with just the chapters that we will use in class, is available at a significant discount online at:

<https://create.mheducation.com/shop/>
Enter ISBN 9781308556376
The price is \$33.87.

Professionalism

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. 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. The same is true for the online classroom. Improper online conduct may require a meeting with the Student Conduct Coordinator.

Plagiarism

Plagiarism will not be tolerated on any assignment, quiz, or exam. **You may not copy from any source, including the textbook.** Your work must be your own, and turnitin will report on the amount of your turned-in briefs that are copied. Plagiarism will result in failure of the course.

Reading Briefs in Class and Submitting Through Canvas

Briefs: There are cases and problem cases which must be briefed in writing. A "case" is an appellate court decision 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 so it will be your job to analyze the law in the context of the facts of the case. **When a PC contains questions, simply ignore them, and instead brief it as a case.** All cases and PCs listed on the syllabus must be briefed and brought to class.

You will be called on at random throughout the semester to read your briefs in class. This is an opportunity for you to get assistance on your briefs because they are learning tools. If you are unprepared when called on, your grade will be negatively affected.

Some of these briefs, as noted on the assignment list, must be turned in, using [turnitin.com](https://www.turnitin.com), through Canvas, prior to the beginning of class, for credit. Hard copies and emails of the briefs will not be accepted for any reason, so don't wait until the last minute to turn in an assignment only to be frustrated by a technical difficulty. These briefs are learning tools as well, so they don't need to be perfect. I just want to see that you made a good faith effort to complete all elements of the assignment. **You may not copy from any source, including the textbook.** Your work must be your own, and turnitin will report the amount of your brief that is copied. It is expected that certain phrases will appear as copied because due to the nature of the case, everyone is using the same phrase. However, if your originality report is over 49%, you will not receive credit.

How to Brief a Case - IRAC

To brief cases and PCs, use the "IRAC" format, which is explained on Canvas.

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 you should take notes on them as we discuss them. The briefs may be handwritten if they are not scheduled to be turned in.

Mission Statement, 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 BLAW 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 that will allow them to become more integrated

Grading

Your grade will be based upon participation (attendance, discussions), turned-in briefs, quizzes, and two exams. **There is no cumulative final exam.** Grade allocation is as follows:

Participation:	20 points
Assignments/Quizzes:	80 points
First exam:	45 points
Second exam:	<u>55 points</u>
Total:	200 points

Grading Scale: A-/A – 90% and above
B-/B/B+ – 80% - 89%
C-/C/C+ – 70% - 79%
D-/D/D+ – 60% - 69%

The grade reached after calculating the grades above 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 effort and/or improvement.

Attendance

Attendance is mandatory and will be taken at every class meeting. Tardiness is disruptive to the entire class and will negatively impact your grade. Your grade is affected by whether you have been late, left class early, are 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.

Exams

In-class exams are composed of one or more fact patterns which you will brief using IRAC. They require you to analyze factual situations, identify legal issues and apply the law in determining the outcome of hypothetical cases.

No recording class; No photos

You may not audio or video record the class, nor take any photos in the classroom.

Canvas

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

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.

General Instructions on Taking Exams

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

- 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 conclusion.
- Do not ignore any facts.
- Write for “grandma.” Do not assume that the reader knows what you’re talking about, so be sure to 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 you need scratch paper to make notes, use the typed exam. Although you must turn in the exam, your notes will not be graded.
- 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.
- Type your name on your response.
- A minimum of one point will be deducted from your exam grade for each instruction you fail to follow.
- Use Arial 12pt font; type single-spaced; print double-sided.

In-class exams will be typed in the computer lab.

Disability Resources and Educational Services

If you have a disability and need accommodations, please register with the Disability Resources and Educational Services (DRES) office <http://www.csun.edu/dres> or the National Center on Deafness (NCOD) <http://www.csun.edu/ncod>. The DRES office is located in Bayramian Hall, room 110 and can be reached at 818/677-2684. NCOD is located on Bertrand Street in Jeanne Chisholm Hall and can be reached at 818/677-2611. If you would like to discuss your need for accommodations with me, please contact me to set up an appointment.

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>.

Questions

If you have any questions about the material contained in this syllabus, please contact Professor Carr.

Your continued enrollment in the course evidences your agreement to the policies contained herein.

Exams are Closed Book

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 and smart watches must be turned off and stowed away.** There is a presumption of cheating if any study materials are 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.

Course Topics and Assignments - Tentative
Please note that all online assignments are available on Canvas

Rows highlighted in yellow denote face-to-face meetings

Week	Date	Topics	Reading and Canvas activities	Work due
One	8/29	Intro; Review IRAC	Read the syllabus and How to Brief a Case Using IRAC, posted on Canvas	
	8/31	Review civil procedure	Review your civil procedure (Use your notes from BLAW 1, Chapter 2 of Mallor if you have it, or materials posted on Canvas; begin reading Ch. 35	
Two	9/5	Agency - Authority		Two online assignments due. Ch. 35: Brief <i>MDM</i> (turn in) and <i>ProGolf</i> (posted in " Supplemental Cases " on Canvas)
	9/7	Agency – Fiduciary duty and employees v. independent contractors	Continue reading Ch. 35; watch Reid factors video (Reid factors are referenced in CBS Corp.)	
Three	9/12			Ch. 35: Brief <i>CBS Corp.</i> (turn in) and <i>Abkco</i>
	9/14		Finish reading Ch. 35	
Four	9/19			Ch. 35: Brief PC4 (Merrill Lynch) (turn in), and PC6 (Olsen)
	9/21	Third-party relations of the principal and agent	Read Ch. 36	
Five	9/26			Ch. 36: Brief PC2 (Opp), <i>Treadwell</i> , and PC8 (Tube Art) (turn in)
	9/28	Employment Law	Read Ch. 51	
Six	10/3			Agency Quiz due online Ch. 51: Brief <i>Darco</i> , PC4 (Johnson Controls), PC11 (Pillsbury)
	10/5	Prepare for first exam		
Seven	10/10	First exam		Employment Quiz due online; first IRAC exam during class time, typed in computer lab
	10/12	Business Organizations, Partnerships	Read Ch. 37	
Eight	10/17			Ch. 37: Brief PC7 (<i>Southex</i>) (turn in) and PC4 (Yurko)
	10/19		Read Ch. 38	
Nine	10/24			Ch. 38: Brief PC9 (Pizza) (turn in), and PC 11 (Acri Café)
	10/26	LLCs, LLPs, and LPs	Read Chs. 39 and 40	

Ten	10/31			Ch. 39: Brief <i>Schwartz</i> and PC1 (Horizon). Ch. 40: Brief PC2 (Strickland)
	11/2	Corporations	Read Chs. 41 and Ch. 42	
Eleven	11/7			Partnership Quiz due online . Ch. 41: Brief PC12 (<i>Hildreth</i>), and PC9 (Taxis). Ch. 42: Brief <i>Coyle</i>
	11/9	Corporate social responsibility	Read CSR chapter posted on Canvas	
Twelve	11/14	Flipped – no class meeting		Participate in Corporate Social Responsibility Discussion on Canvas .
	11/16	Corporations, con't.	Read Ch. 43	
Thirteen	11/21			Ch. 43: Brief <i>Brehm</i> , and <i>Guth</i>
	11/23	Thanksgiving	Read Ch. 44	
Fourteen	11/28	Securities		Discuss Ch. 44, catchup and review
	11/30		Review for exam	
Fifteen	12/5	Second Exam		Business Organizations Quiz due online ; in-class exam typed in computer lab