

BUSINESS LAW II (BLAW 308) SPRING 2014 TUESDAYS 7-9:45 P.M.
PROF. DAVID NEWMAN

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Office Hours: Tuesdays 6-7 p.m.
Text: BUSINESS LAW: THE ETHICAL, GLOBAL AND E-COMMERCE ENVIRONMENT, 15th ed., Mallor *et al.* and the Student Study Guide. The textbook is available in hard copy at the campus bookstore and elsewhere but the Study Guide must be purchased in the bookstore. I strongly recommend that you purchase the electronic version of the assigned chapters and the Study Guide, which are available at a discount online at: <https://create.mcgraw-hill.com/shop/>. Click "browse all schools," select CSUN, select "Business Law II all instructors" and "Business Law II study guide all Mallor instructors." ISBN # 9781121608085.

OVERVIEW OF COURSE TOPICS

The course will cover the following topics: (1) agency law; (2) employment law; (3) partnerships; (4) limited partnerships; (5) limited liability partnerships; (6) limited liability limited partnerships; (7) corporations; (8) limited liability corporations; (9) securities regulation; and (10) business and corporate ethics. We will spend roughly one week per topic.

OBJECTIVES OF THE COURSE

The primary goal of this course is to study the role of law in business including the study of legal institutions and their role in facilitating and regulating business. We will analyze how law applies to factual settings. We will read court decisions, prepare written briefs of the decisions, orally defend interpretations of the cases, answer hypothetical questions in open class discussion, and write papers in which we analyze contract disputes related to agency and business organizations. We will learn to distinguish the application of rules depending on changing circumstances in various cases and hypotheticals. We will learn to argue alternate sides of a dispute regardless of personal belief. We 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 AND PARTICIPATION

You are required to attend, be prepared for, and participate in class. Readings and problems will be assigned in advance of each class. Preparation for class entails reading the assigned materials, briefing all cases, and preparing written answers to problems. In advance of each class, you will prepare short one-page case briefs that must summarize the facts, issues, holdings, and rationale of each decision.

Class will be conducted through a mixture of lecture and discussion but there will be a heavy emphasis on student participation. You will be called during each class to discuss your briefs, answer questions, and analyze problems. A significant portion of your final grade will be based on your participation in class.

There are cases in the textbook which must be "briefed" in writing. A "case" is a court case which is contained in the text. 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 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. 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?

You will be required to prepare one written brief per class and submit it to turnitin.com by 6pm the day of class. You will be called on at random throughout the semester to read your briefs and problems in class. If you are unprepared or absent, this will affect your grade as discussed below. It is your responsibility to be prepared for every class.

In addition, you will be given two formal writing assignments that you will have to turn in. You will post assignments that are listed as "WA" online at turnitin.com. **Class number: 7467703; password: blaw.** These assignments are credit/no credit.

You may not record the class. **Use of cell phones, smart phones, and pdas are strictly prohibited.** If you bring them into the classroom, they must be set to the "off" position (not "silent" or vibrate, but "off") and put away. You may not bring any electronic devices into the classroom on days on which an exam is scheduled.

ASSIGNMENTS

Date	Class topics	Work due
January 21	Introduction / Agency	Chap. 35. Brief <i>Eisenberg, Abcko, Sanders</i>
January 28	Agency	Chap. 36. Brief <i>Treadwell and Millan</i>
February 4	Employment	Chap. 51. Brief <i>Darco, Gaskell, Henry</i>
February 11	Midterm #1	Midterm covers chapters 35, 36, and 51
February 18	Business Organizations / Partnerships	Chap. 37. Brief <i>Southex and McGregor</i>
February 25	Partnerships	Chap. 38. Brief <i>Spector, NBN, and Ederer</i> WA ¹ : to be provided in class on 2/18
March 4	Partnerships	Chap. 39. Brief <i>Schwartz, Paciaroni, and Warnick</i>
March 11	LPs, LLLPs, LLCs	Chap. 40. Brief <i>Katris, Lach, and Garrison-Ashburn</i>
March 28	Midterm # 2	Midterm covers chapters 37-40
April 1	Corporations	Chap. 41. Brief <i>Ryan and Hildreth</i>
April 8	Spring Break	ENJOY YOUR BREAK!
April 15	Corporations	Chap. 42. Brief <i>Coyle</i> WA: to be provided in class on 4/8
April 22	Corporations	Chap. 43. Brief <i>Grimes, Brehm, Paramount, Guth, Jensen</i>
April 29	Shareholders' Rights	Chap. 44. Brief <i>Dodge, Zapata, Brodie</i>

¹ "WA" refers to a writing assignment to be submitted at turnitin.com by no later than 6 p.m. on the assigned day.

May 6	Securities	Chap. 45. Brief <i>Escott, SRM, Stoneridge</i>
May 13	Final exam	Final exam covers all materials

EXAMS AND GRADING

There will be two midterms and a final. The final exam is cumulative and will be given on the last day of class. The exams will most likely consist of a mixture of multiple choice, true/false, short essays, and long essays. The exams will be closed – no notes or books will be allowed. **Except in the most extraordinary circumstances, there will be no make-up exams.** The grade allocation is as follows:

Midterm #1 : 25% of course grade

Midterm #2 : 25% of course grade

Final exam: 25% of course grade

Class Participation, Professionalism, and Written Assignments: 25%

Your class participation grade is affected by whether you have been prepared when called on for case briefs and completed the written assignments. The grade reached after averaging the assignments and exams will be the minimum grade you can receive in the course. Plus/minus grading is used.

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

ACADEMIC HONESTY

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.