

Course: BLAW 508, Business Law, 13598 | **Classroom:** BB1103 | Fall, 2018
Instructor: Stuart Pardau, BA, Business Law
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Office Location: BB3242 | **Office Hours:** Thursday 3 – 4 PM or by Appointment
Class Times: Thu - 7:00 PM to 9:45 PM



Course Description and Objectives

Study of the role of law in business, including the study of legal institutions and their role in facilitating and regulating business. Includes a study of the legal system, civil litigation, torts, and the formation and performance of contract, agency and employment law, the various forms of business organizations and securities law.

MBA Program

The MBA program prepares students for professional growth integrating current business theory and practices with their own experiences. Designed to be accessible to the fully employed student, the interdisciplinary program emphasizes analytical thinking, communication, effective teamwork, a global perspective and practices. A spirit of collegiality among the students, faculty, and community is fostered through social and professional activities.

Objectives of the Course

Business Law 508 (3 units) is designed to provide students with an understanding of the legal environment in which business decisions are made. The course will cover the topics of the court system and procedure. We will analyze how the legal system has been created, and how it is modified to address changing concerns. We will study the law of remedies, torts, contracts, business organizations, legal/business ethics, employment law and agency.

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.

There will be a Midterm, Group Assignment and Final exam. The final exam is cumulative and will be given on the last day of class.

Exams: 1 Midterm (take home) and 1 Final Exam (cumulative and will be given on the last day of class)
Exams are composed of: **A)** one or more detailed, essay questions which require you to analyze factual situations, identify legal issues and apply the law in determining the outcome of hypothetical cases; and **B)** multiple-choice questions.

Group Assignments (GA): The GA will involve working collaboratively in teams with your classmates on a project assignment, culminating in a presentation to the rest of your classmates (and to me) and a write-

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up all due towards the end of the Semester. More details will follow, including establishment of these GA “teams” will be set up a few weeks into the Semester (i.e., around week 3 or 4).

Course Topics

- I. The Legal System (5% of class time)
 - A. Purposes of law
 - B. Historical background
 - 1. Common law: flexibility of system designed to find remedies for evolving notions of fairness and rights
 - a. Courts of law
 - b. Courts of equity
 - 2. Constitutional law
 - 3. Statutory law
 - C. Legal Reasoning
 - 1. Case law analysis, role of precedent
 - 2. Statutory Interpretation
 - a. Plain meaning
 - b. Legislative history
 - c. Public policy
 - d. Precedent
 - D. Distinction between state and federal law
 - E. Distinction between civil and criminal law
 - F. Procedural (sufficient to understand cases studied)
 - 1. Court structure
 - a. Jurisdiction
 - b. Trial courts distinguished from appellate courts
 - 2. Stages of lawsuit
 - a. Pleadings
 - b. Discovery
 - c. Trial
 - d. Appeal (NB: importance of distinguishing questions of law from questions of fact)
- II. Remedies (5% of class time) and Dispute Resolution
 - A. Damages
 - 1. Compensatory: purpose, duty to mitigate
 - a. Actual
 - b. General
 - 2. Punitive damages: purpose
 - 3. Liquidated damages: purpose, enforceability
 - B. Equitable remedies: Extraordinary relief
 - 1. Specific performance
 - C. Dispute Resolution: Mediation and arbitration
- III. Torts (20% of class time)
 - A. Intentional: applicability of punitive damages
 - 1. Related to intangibles: invasion of privacy
 - 2. Related to property rights
 - a. Trespass
 - b. Nuisance
 - 3. Fraud/misrepresentation (coordinated with later discussion in contracts)
 - B. Negligence

C. Strict liability: Products liability

IV. Contracts (25% of class time)

- A. Agreement: offer, acceptance, including applicability of UCC
- B. Reality of consent
 - 1. Misrepresentation/fraud
 - 2. Mistake
 - 3. Duress
 - 4. Undue influence
- C. Legality
- D. Writing: Statute of Frauds
- E. Performance, remedies, quasi-contract (coordinated with earlier discussion)

V. Agency (15% of class time)

- A. Creation & Operation of Agency relationship
 - 1. Duties of Agent to Principal
 - 2. Duties of Principal to Agent
 - 3. Termination of Agency
 - 4. Third-party Relations of the Principal and the Agent
 - a. Contract liability of Principal and Agent
 - b. Tort liability of Principal and Agent

VI. Employment Law (10% of class time)

- A. Workers' compensation
- B. Legislation protecting wages, pensions and benefits
- C. Title VII
- D. Employment at will

VII. Business Organizations (20% of class time)

- A. Sole proprietorships, partnerships, joint ventures, limited partnerships, LLCs, LLPs, & Corporations defined and distinguished
- B. Liability consequences of various forms of business organizations
- C. Tax consequences of various forms of business organizations
- D. Operational characteristics of various forms of business organizations

Class Preparation

Most classes are live, however, there are some online/remote components to this class so that we complete the requisite course work. Assignments include readings from the Mallor textbook and other links to articles/handouts that will be distributed throughout the Semester. 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 summary, which, again, must be briefed. These problem cases are actual court cases, but do not include the courts' decisions - that will be your job to analyze. Both the cases (which appear within the text of each chapter) and the PC's, are colored in "blue" to distinguish it from the rest of the text. As to the Mallor text, you must read the page numbers specified for each class/assignment in the "Assignments" section located towards the end of this syllabus. You DO NOT need to read any case or PC, UNLESS it is expressly stated in the Assignments section. (But note, "Figure" and "In Action" sections – which are colored in blue -- must be read in every instance.) You will be called on at random throughout the semester to read your briefs and problems in class. You will not be graded on the briefs or problems. These are learning tools, not finished work product. However, if you are unprepared or absent, this may affect your grade as discussed below. You may not record the class without permission. In addition to live classes, this course has a portion of its activities to be completed

remotely. This will be covered and communicated in more detail during class time. In the interim, please examine the assignments schedule carefully.

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 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? 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 analyzing and 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 page 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.

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 may either use the "IRAC" format or write in straight paragraph form. Either way, you need to cover the same information: 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 it in, your notes will not be graded.

Caution:

- Use non-erasable 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 cover; instead write your name on the inside back cover of the bluebook only. 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 0.1 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 but open note. You may bring in, hardcopy, anything you wrote.

Course Requirements

Prerequisites

Graduate standing.

Required Materials and Texts

Business Law: The Ethical, Global & E-Commerce Environment, 6th et al., 17th ed. This text is available in hardcopy at the campus bookstore and elsewhere or online (at significant savings) at <https://create.mcgraw-hill.com/shop/> Select "MBA Law in the Business Environment.

Postings to links (and handouts) of relevant articles will also be distributed throughout the Semester.

Methods of Evaluation & Grading Criteria

I will be using plus/minus grading in the course. Also, grades may be curved.

Midterm (Take-Home): **30%** of course grade
 Group Assignment: **20%** of course grade
 Final exam: **50%** of course grade

Grading System (taken from "Regulations", CSUN catalog)

GRADE	DEFINITION	GRADE POINTS
A	Outstanding	4.0
A-		3.7
B+	Very Good	3.3
B		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 grade reached after averaging the exams, considering your Credit/No Credit WA's, the GA, and your preparation in connection with all other assignments, 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 demonstrable improvement throughout the Semester.

Lastly, final grades for each CSUN course in the Business Law Department at the College of Business and Economics is mandated by a "curve". Each course series (200, 300, 400 & 500), has their own Departmental mandates/requirements which will be reviewed later on in the Semester.

Attendance & Participation Policy

Written assignments ("WA") and the Group Assignment ("GA") must be turned in by the start of each class. The GA is worth 20% of your final grade. Failure to turn in a WA by the start of class (or emailed to me with a time stamp of on or before 7:00 pm. of the date the WA is due) will result in an automatic "NO CREDIT" score for that particular WA. Again, extraordinary circumstances (i.e., illness with a note from a licensed physician – notes from yoga instructors, chiropractors, acupuncturists, astrologers, etc. will not be accepted) may be the basis for an exception. Sole discretion rests with the instructor.

Your grade may be adversely affected by whether you have been prepared when called on for case briefs. WA's are credit/no credit. Failure to complete the WA's or to provide a good faith effort, will adversely your final grade. Completing the WA's is essential to success in developing an understanding, however, they are not graded.

Schedule of Assignments

Below are tentative due dates for major assignments/exams:

Exams and Assignments	Percentage	Due
Midterm	30	Thu, 10/11
Group Assignment Presentation	20	Thu, 12/6
Final Exam	50	Thu, 12/13

Course Outline

Please see the "Course Summary" section of the Canvas Syllabus for the schedule of classes. Make sure you have your Canvas notifications turned on.

CSUN Nazarian Graduate Program Events

Event Date	Topic
Tue, 10/23	Speaker Event 5:30 – 7: 15 PM
Fri, 12/7	Mixer 6:30 – 8:30 PM

Additional Information

Break Times

This class takes 1 of 20 mins at the following time(s):

Break #1 - 8:15 PM to 8:35 PM

Announcements

You are responsible for reviewing announcements that I post on Canvas. Make sure that you have your Canvas notifications turned on for announcements. No exceptions\

Student Questions

If you have questions about the course or this syllabus, post them in the "Discussion" section of Canvas. This allows either myself or one of your fellow students to answer them.

If you have more specific or personal questions that you don't want to share with your fellow students, please email or see me after class or during office hours. I try to respond within **1** to **2** hours, during normal business hours.

Make sure you have your Canvas notifications turned on.

Cell Phones, Tablets, Laptops and Other Devices

Use of tablets and laptops during class time are allowed provided they are related to class use (note-taking, etc.) Cell phones should be turned off or on vibrate.

Academic Honesty

The college requires high standards of ethical conduct that students are expected to maintain throughout their academic and professional careers. Students in the College of Business and Economics have identified the values of respect, honesty, integrity, commitment, and responsibility as their guiding principles. Academic dishonesty of any kind (cheating, fabrication, plagiarism) will not be tolerated and will result in the appropriate disciplinary actions. Please see the CSUN Catalog Policy on Academic Dishonesty for further details.

Accommodating Students with Disabilities: DRES Sample Statement

If you have a disability or special need and need accommodations, please register with the Disability Resources and Educational Services (DRES) office or the National Center on Deafness (NCOD). The DRES office is 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.

This syllabus is subject to change. I will make every effort to notify you in advance about any changes.

Assignments

	Readings	Work due
Thurs, Aug. 30th	Legal system, court system, procedure, remedies, court system & civil procedure. Read Mallor chapters 1 & 2	Read Mallor chapters 1 & 2
Thurs Sept 6th	Intentional torts: Defamation, invasion of privacy trespass to real & personal property, conversion. Read pp. 176-215. [ALSO WATCH VIDEO LECTURE]	Brief Mathias case (p.183-185); PC ¹ 7 & 10; read Cyberlaw in Action (p.218-219); Figure 2 (College Athletes and the Right of Publicity, pp.213-214)
Thurs., Sept. 13th	Read Chapter 7	Brief Lord v. D&J Enterprises Inc. (p.237-240); Stahlecker (p.250-242); PC 1, 2, 7, 8, 9 ; WA #1 : Submit Mathias brief [Credit/NC]
Thurs Sept. 20th	(Read Ch. 9 Intro to Contracts)	(Read Ch. 9 Intro to Contracts;
Thurs., Sept. 27th R/C	Contracts. Read Ch. 10 (Offer), Ch. 11 (Acceptance), Ch. 12 (Consideration) Work on GROUP ASSIGNMENTS Start on Chapters 13-18 (Reality of Consent, Capacity to Contract, Illegality, Writing, Rights of Third Parties, and Performance and Remedies)	Brief Lambert v. Barron, pp. 323-324 Brief Meram v. McDonald pp. 341 PC 1 (Chapter 10) Brief Trademark Properties (pp.351-352) PC 2 (Ch. 11)
Thurs., Oct 4th	Continued on Chapters 13-18 (Reality of Consent, Capacity to Contract, Illegality, Writing, Rights of Third Parties, and Performance and Remedies) Formation and Terms of Sales Contracts (Chapter 19)	Janke v. Brooks (p.530-531); Noble Roman's pp.534-535).

¹ "PC" refers to the problem cases located at the end of each chapter.

Thurs, Oct. 11th
R/C

Partnerships

PC 6,7 and 8 (on p.1008 and 1009)
Read pp.1012-1043.
(Brief Spector on pp.1016-1017)
Read pp.990-1005 and (DO NOT read any other cases in this section)

Limited Liability Companies
Business Organizations

Read pp. 1047-1065
(Brief Lach pp.1063-1065)

[ALSO VIEW VIDEO LECTURE]

Watch Pardau Supplemental Video(s) on YouTube

TAKE-HOME MIDTERM ASSIGNED

History and Nature of Corporations

WA #2: Brief Lach due at start of class on Oct. 13th

Corporations continued

Read pp. 1070-1086; Brief Supply Chain Assoc LLC (p.1081-1084)

Organization of Corps

PC 4 and 9 (pp.1087-88)

[ALSO VIEW VIDEO LECTURE]

Read pp.1090-1110

Work On Group Assignment

Brief Christmas Lumber pp.1098-99)

Watch Pardau Supplemental Video(s) on YouTube

Thurs., Oct. 18th

TAKE-HOME MIDTERM DUE AT START OF CLASS

WA #3 (Brehm) Due at start of class

Read pp. 1113-1146

WA#3 (Brehm) Due at start of class

Brief Grimes (p.1119) & Brehm WA #2 (p. 1125-1129); Paramount (p.1132-1133)

Management of Corporations

Watch Pardau Supplemental Video(s) on YouTube

Brief Coggins (p.1138-39)

Management of Corps con'd/Shareholder Rights and Liabilities;

Read pp. 1150-1178

Thurs., Oct. 25th	Finish Corporations; Securities Read Chapters 45 and 46	Read pp. pp. 1182-1227 Brief SEC v. Edwards pp. 1185-1187) Brief Mark v. FSC Securities 9pp.1194-95) Brief SRM Global v. Countrywide (pp.1212-1215
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Thurs., Nov. 1st	AGENCY	Read Chapters 35 and 36; Brief ABKO (p.959); Sanders (pp. 961-62); Treadwell (pp.976-77)
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Thurs. Nov. 8th
View Documentary Film -- Enron: The Smartest Guys in the Room -- ANSWERS TO DISCUSSION QUESTIONS DUE

Thurs., Nov. 15th	Employment Law Read Chapter 51	Read pp. 1404-1442 Brief Darco pp. 1408-1409;
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Thurs. Nov 22rd **THANKSGIVING HOLIDAY – NO CLASS!**

November 29th	FINISH EMPLOYMENT;	Brief Gaskell v. U of KY (1415-17 EEOC v. Ford (pp. 1429-1432)
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December 6th GROUP ASSIGNMENT PRESENTATIONS; PREP FOR FINAL

December 13th	FINAL EXAM -- DETAILS TO FOLLOW ---	FINAL EXAM
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