

SYLLABUS FOR BUSINESS LAW 308

California State University, Northridge
Business Law 308 Fall 20146
Class: Wednesday 4- 6:45 PM
Office hours: Wed. 3:30 4:00 and 6:45- 7:15 PM
and by appointment

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Text: : BUSINESS LAW: THE ETHICAL, GLOBAL AND E-COMMERCE ENVIRONMENT, 15th ed., Mallor *et al.* and the Student Study Guide. The textbook and Student Study Guide are available hardcopy at the campus bookstore (new, used and as a rental) and elsewhere. They are also available as an e-text online at <https://create.mcgraw-hill.com/shop/> and enter 978112608085 (Business Law II, Mallor 15th ed., All Faculty).

OBJECTIVES OF THE COURSE

1. To provide students with an understanding of the legal environment in which business decisions are made. Students will become aware of the complexity of legal rules, regulations, and court decisions affecting agency law, partnership law, corporate law, and employment law.
2. To encourage students to comment on and evaluate the law. Students will learn to identify the functions, policies, and trends in the law; to compare various forms of doing business; and to consider social, economic, and ethical influences on the law.
3. To develop analytical reasoning and writing skills. We will read court decisions, prepare written briefs of the decisions, orally defend interpretations of the cases, and answer hypothetical questions in class. Students will learn to recognize similarities and differences between different cases and different factual situations. Exams will be short essay questions that require the student to analyze factual situations, identify legal issues, and apply the law in determining the outcome of a hypothetical case.

CLASS PREPARATION

The assignments are listed in this syllabus by week. We usually cover one chapter per week. If we do not finish the entire chapter in the assigned week, we will conclude it and the next assignment the following week. Each case covered in the text shall be briefed in writing using the IRAC method, unless otherwise noted in this syllabus. The briefs will be collected and will count as part of the homework component of the course grade. The written briefs will not be accepted late.

You may be called on at random throughout the semester to read your brief in class. If you are not in attendance and therefore do not have a brief if called upon, that will count as unprepared and will reduce your homework score.

There are written homework assignments listed on a weekly basis. The written assignment is due on the date it is listed as assigned. Homework assignments may be handwritten or typed and will be collected at the end of class along with the case briefs.

HOMEWORK WILL NOT BE ACCEPTED AFTER THE DUE DATE UNDER ANY

CIRCUMSTANCES. It is advisable that you keep a copy of the homework and briefs since they will not be returned to you. The homework will not be given a letter grade and will not be returned to you. Homework will help you in preparation for the exams.

TAPING OF CLASS SESSIONS IS NOT ALLOWED unless required under ADA. You are responsible for all material listed in this syllabus, whether you have attended a class or not.

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 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?

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 basically summarizing the judge's opinion. Most briefs are one page long. They must be brought to class on the day they are to be discussed. They may be either handwritten or typed.

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.

EXAMS AND GRADING

There will be one midterm and a final exam. The midterm will count for 35% of the course grade; the final will count for 60% of the course grade; complete homework will count for 5% of the course grade. The final exam is cumulative. Grades will include “+” and “-“. The failure to take an exam at the scheduled time will result in an “F” on that exam, unless **prior** arrangements are made with the professor. It is within the professor’s sole discretion to allow an exam to be taken at a time other than the official time scheduled for the exam.

Exams may be essay, multiple choice and/or true-false and will require bluebooks and scantrons to be provided by the student. All exams should be written in ink. All exams are closed book. If any student is caught cheating, it will result in an automatic "F" in the course and will be referred to the Dean's office for further action.

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. Students earning higher grades tend to use essay format that incorporates the IRAC process. 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 it in, it will not be graded. You may also designate a page of your bluebook as "notes" and it will not be graded.

COURSE TOPICS

- I. Agency and Employment Law
 - A. Agency
 1. Agency Relationships
 - a. Nature of Agency
 - b. Formation of Agency
 - c. Duties of Agent toward Principal
 - d. Duties of Principal toward Agent
 - e. Termination of Agency
 2. Third-Party Relations

- a. Contract Liability of the Principal
 - b. Contract Liability of the Agent
 - c. Tort Liability
 - d. Criminal Liability
 - B. Employment Law
 - 1. Legislation Protecting Employee Health, Safety and well being: worker's compensation, OSHA, FMLA
 - 2. Legislation Protecting Wages, Pensions & Benefits: Social Security, Unemployment Compensation, ERISA, and FLSA
 - 3. Equal Opportunity Legislation
 - 4. Title VII
 - 5. Employee Privacy
 - 6. Job Security
- II. Business Organizations
- A. Choosing a Form of Business: Sole Proprietorships, Partnerships, LLPs, Ltd. Partnerships, Corporations, Professional Corporations, LLCs
 - 1. Liability Considerations
 - 2. Tax Considerations
 - B. Partnerships
 - 1. Creation of Partnerships
 - 2. Creation of Joint Ventures
 - 3. Partnership Property
 - 4. Operation of Partnerships
 - a. Fiduciary Duties
 - b. Authority
 - c. Liability for Torts & Crimes
 - 5. Dissolution and Winding Up
 - C. LLCs, Limited Partnerships, LLLPs
 - 1. LLCs: Tax Treatment, Formation, Rights and Liabilities, Dissolution
 - 2. Limited Partnerships and LLLPs: Creation, Rights and Liabilities, General Partners distinguished, Dissolution
 - D. Corporations
 - 1. History and Nature of Corporations
 - a. Forms
 - b. Piercing the Corporate Veil
 - 2. Organization and Financial Structure of Corporations
 - a. Promoters and Pre-incorporation Contracts
 - b. Incorporation Process
 - c. Finance
 - d. Consideration for Shares
 - e. Share Subscriptions, Issuance, Transfer
 - 3. Management
 - a. Corporate Powers
 - b. Directors' Powers & Duties
 - c. Officers' Powers & Duties

- d. Managing Close Corporations
- e. Liability for Corporate Torts and Crimes
- f. Insurance and Indemnification
- 4. Shareholders' Rights and Liabilities
 - a. Meetings, Elections
 - b. Fundamental Rights
 - c. Inspection and Information Rights
 - d. Preemptive Rights
 - e. Distributions: Dividends
 - f. Shareholder Direct Suits cf. Shareholder Derivative Suits
 - g. Shareholder Liability
 - h. Dissolution and Termination

ASSIGNMENTS

August 31	Introduction to courts and legal system; overview; review of Business Law 280 concepts; review of IRAC and briefing methods; In-class brief of sample case; review handout "How to Brief a Case"
September 7	The Agency Relationship (Chapter 35) Homework Problems: 2, 3 Brief all cases in chapter except <i>MDM Group Associates, Inc. v. CX, ABKCO Music, Inc. v. Harrisongs</i>
September 14	Third-Party Relations of the Principal and the Agent (Chapter 36) Homework Problems: 5, 6, 8 Brief all cases in chapter except <i>In re Interbank Funding Corp. v. Chadmoore</i>
September 21	Employment Law (Chapter 51) Homework Problems: 2, 4 Brief all cases
September 28	More on employment law
October 5	Introduction to Forms of Business and Formation of Partnerships (Chapter 37) Homework Problems: 3, 6 Brief all cases
October 12	Operation of Partnerships and Related Forms (Chapter 38) Homework Problems: 2, 4 Brief all cases except <i>Spector v. Konover, NBN Broadcasting v. Sheridan</i>
October 19	Partners' Dissociation and Partnerships' Dissolution and Winding Up (Chapter 39)

	Recommended Homework Problems: 1, 5 Brief all cases
October 26	Midterm
November 2	Limited Liability Companies, Limited Partnerships, and Limited Liability Limited Partnerships (Chapter 40) Homework: Problem 10 No briefs
November 9	History and Nature of Corporations (Chapter 41) Homework Problems: 1, 3 No briefs
November 16	Organization and Financial Structure of Corporations (Chapter 42) Homework Problems: 3, 5 No briefs
November 23	NO CLASS
November 30	Management of Corporations (Chapter 43) Homework Problems: 3 Brief all cases except <i>Paramount v. Time</i> , <i>Coggins v. New England Patriots</i> , <i>United States v. Jensen</i>
December 7	Review
December 14	FINAL EXAM- CUMULATIVE 5:30 -7:30 PM