**Contact Information**

**Professor:** Valerie Flugge **Office**:  BB 3254

**Telephone**: (818) 677-3578

**E-mail**:  valerie.flugge@csun.edu

For email messages, type “BLAW 308” in the reference portion

**Office Hours**:

 M 11:00 a.m.-12:00 p.m.

 T 11:00 a.m.-12:00 p.m.

 W 11:00 a.m.-12:00 p.m.

And by appointment

**Text (required)**

Business Law: The Ethical, Global and E-Commerce Environment, 17th ed.,

Langvardt, et al., (2019). (Other editions will not match the assignment list.) The text is available in hardcopy at the campus bookstore and elsewhere. A custom soft cover including only those chapters used in our class is available in the campus bookstore, ISBN 9781307256574. To purchase the eBook

for our class, go to the McGraw Hill bookstore website at https://create.mheducation.com/shop/

and enter ISBN 9781307303049

(Business Law II). The cost is just under $42.00 for the eBook.

**No recording class; No photos; No distribution of course material**

You may not audio or video record the class, nor take any photos in the classroom. You may not distribute course materials, whether obtained hardcopy or electronically, including but not limited to the professor’s course materials, work from other students, or material from the textbook publisher.



**BUSINESS LAW II (308)**

Sections 13508, 13715 (MW)

**Department of Business Law**

Our mission is to equip students with the academic knowledge, problem solving, analytical and professional skills in the areas of business law, business ethics, and real estate necessary to achieve their personal and professional goals.

**BLAW 308 Course Description**

Prerequisite: BLAW 280. Corequisites/Prerequisites for Business majors: BUS 302/L. Study of the role of law in business, including the study of legal institutions and their role in facilitating and regulating business. Topics include agency and employment law, the various forms of business organizations and securities law.

**Life Long Learning Overall Goal**

Students will develop cognitive, physical and affective skills that will allow them to become more integrated and well-rounded individuals within various physical, social, cultural, and technological environments and communities.

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.

**Student Learning Outcomes of the Undergraduate Program**

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.

**Class Preparation**
The assignments are listed below. Normally we complete one assignment each class. Always be one full assignment ahead. If, for instance, we begin but do not finish an assignment, prepare the next full assignment for the next class. Assignments include reading from the text. In addition, there are cases and problems which must be briefed in writing. A "case" is a court case which is contained in the text. A "problem" is an end-of-chapter question, which, again, must be answered in writing.

**Canvas**

You are responsible for checking Canvas regularly for announcements, assignments and other information related to the course: canvas.csun.edu.

**Grading System**

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

**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/studentresources>.

**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>.

You will be called on at random throughout the semester to read your briefs and problem answers in class. You will not be graded on the correctness of the briefs or problems. These are learning tools, not finished product. Part of your grade will, however, be based on whether you have completed the assignments. It is your responsibility to be prepared for every class. If you are absent, it is still your responsibility to be prepared. Contact other students to learn of missed work, unless you have a particular question or problem for me. You will have one pass during the semester to come to one class unprepared. You must let me know BEFORE class that you are not prepared, not wait to see whether you get called on or whether the homework is collected.

Bring your textbook or e-reader to class every day! Among other things, you will be asked to participate by reading from or referring to certain portions of your text.

**Briefing Cases**

To brief cases, use the following "IRAC" format:

(Before the issue, write a *brief* summary of the facts of the case. End the facts section by explaining where the case is in the court system. **Example:** The trial court ruled against the plaintiff, who then appealed.)

**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 defendant 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 a 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.

**Questions, problems?**

If you have questions or problems about the class or our programs, please contact the department office or me.

**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. Once

an assignment has been discussed, you no longer need to bring it to class. The briefs and problem answers may be either handwritten or typed. On occasion, I will collect the homework from the entire class. On days I collect homework from the entire class, your homework must be turned in prior to the end of class; late homework will not be accepted.

**Exams and Grading**
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 sometime will include multiple-choice and short answer questions.

There will be two midterms and a final. Midterm exam dates are tentative and subject to change. The final exam is cumulative and will be given on the day and time listed in Solar. The grade allocation is as follows:

Participation/attendance: 10% of course grade

1st midterm: 20% of course grade

2d midterm: 30% of course grade

Final exam: 40% of course grade

Your participation grade is affected by whether you have been prepared when called on for case briefs and problem answers. As noted above, you may let me know once during the semester that you are unprepared and no negative mark will be made. However, if you are called on and do not have your brief/answer prepared and have not told me that you are not prepared, you will receive an "unprepared" mark. If you are absent when called on you are "unprepared." If briefs are collected and you do not turn them in, you will receive an “unprepared” mark. One such mark will be dropped from consideration in grading. Each unprepared mark beyond that will cause your participation grade to be reduced by ten percent for each such mark.

Your participation/attendance grade will take into consideration absences, tardiness, complete/incomplete homework, use of electronics in the classroom and/or talking during class for non-classroom purposes, and whether you have actively and regularly participated in class discussions.

The grade reached after weighing participation/attendance and exams 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 extraordinary classroom participation and/or improvement. No extra credit assignments will be given.

Cheating, plagiarism or other forms of academic dishonesty will result in an “F” for the class and may be referred to the Dean’s office for further proceedings.

**Electronic Roll Taking**

In order to save valuable class time, I will take roll electronically through the website

<https://arkaive.com>. You will need to register with this website and then sign at the beginning of each class. You will have ten minutes from the beginning of class to sign in. After ten minutes you will be locked out of the system. If you are late or unable to sign in for some other reason, it is your responsibility to let me know prior to leaving the classroom that you were in class. If you do not, you will be marked absent for that day.

**General Instructions on Taking Exams**

**Failure to follow any of these instructions will result in a three point reduction in your exam grade for each instruction not followed. 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.**

· Use non-eraseable dark blue or black ink for your essays. Do NOT write your exams in pencil!

· Bring one large green book and one 882 scantron to the midterms and final. Do not write your name on the green book - they will be exchanged in class. When you get the green book in class that you will use for your exam, write your name on the inside back cover of the green book. Do not write your name on the front cover. The purpose of this requirement is to ensure blind grading.

· Write on every line of the green 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.

·You may NOT circle or otherwise indicate your multiple choice answers on the exam copy. You may take notes in your green book regarding the multiple choice questions.

· When you complete the exam, place the exam and scantron inside your green book and turn in the whole as a package.

·For each exam, you will be allowed to bring one 8 ½ x 11 sheet of paper with handwritten or typewritten notes on the front and back. Except for this, all exams are closed book. Make sure that all study materials are completely out of sight. Make sure that all phones (set to silent), books, notes, backpacks, and purses are placed in front of the class at the start of the exam. There is a presumption of academic dishonesty if any study materials are within view during exams.

**Assignments (Tentative and Subject to Change at the Discretion of the Instructor)**

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| --- | --- | --- | --- |
| **Class** | **Topics** | **Reading** | **Briefs due**[[1]](#footnote-1) |
| 8/26**8/28****9/2** | Introduction/Syllabus/In class briefing review**Agency (Chapter 35)****No Class; Labor Day** | Syllabus; CBS Corp. v. FCC (posted on Canvas)**pp. 991-1002 (end at Duties of Principal to Agent) [[2]](#footnote-2)** | None**MDM Group, Sanders** |
| **9/4**9/9  | **Agency (Chapter 35)**Agency (Chapter 36)  | **pp. 1002-1007**pp. 1011-1020 (end at Tort Liability) | **Gniadek; Answer Problems 4 & 7[[3]](#footnote-3)**Frontier, Treadwell |
| **9/11**9/16 | **Agency (Chapter 36)**Employment (Chapter 51) | **pp. 1020-1025**pp. 1464-1477 (start at Title VII)  | **Green; Answer Problems 9 & 10; Find and read California Assembly Bill 5**Gaskell, Berry, Johnson v. Fluor |
| **9/18**9/23**9/25** | **Employment (Chapter 51)**Midterm 1 (Agency and Employment)**Introduction to Forms of Business (Chapter 37)** | **pp. 1487-1493 (Job Security)****pp. 1031-1040 (up to Joint Ventures)** | **Nelson; Answer Problem 6****Answer Problems 2 & 4** |
| 9/30**10/2** | Introduction to Forms of Business (Chapter 37)**Operation of Partnerships (Chapter 38)** | pp. 1040-1048**pp. 1053-1060 (up to Management Powers)**  | MP Nexlevel, Finch; Answer Problem 8**Fish; Answer Problems 2 & 5** |
| 10/7 | Operation of Partnerships (Chapter 38) | pp. 1060-1067 | Mortgage Grader, Read NBN Broadcasting and answer the following: (1) What do you think about the deadlock provision agreed to by the parties?; (2) What could NBN have done differently to protect itself?; Answer Problem 10 |
| 10/9 **10/14**10/16 | Partner’s Dissociation and Dissolution (Chapter 39)**Partner’s Dissociation and Dissolution (Chapter 39)**LLC’s, LP’s and LLLP’s (Chapter 40) | pp. 1071-1077**pp. 1078-1086**pp. 1091-1098 | Meyer, Urbain**Paciaroni; Dixon**Hecht, McDonough |
| **10/21** | **LLC’s, LP’s and LLLP’s (Chapter 40)** | **pp. 1099-1110** | **Lach; Answer Problems 9 &10** |
| 10/2310/28**10/30** | History and Nature of Corporations (Chapter 41)Midterm 2 (Chapters 37, 38, 39 and 40)**History and Nature of Corporations (Chapter 41)** | pp. 1115-1124**pp. 1125-1131** | Drake**Answer Problems 9 & 11** |
| 11/4 | Organization and Financial Structure of Corporations (Chapter 42) | pp. 1135-1144 | Krupinski; Answer Problems 2 & 4 |
| **11/6****11/11**11/13 | **Organization and Financial Structure of Corporations (Chapter 42)****No Class; Veteran’s Day**Management of Corporations (Chapter 43) | **pp. 1145-1156**pp. 1159-1175 | **Coyle; Answer Problem 9**Read Brehm: Michael Ovitz received a severance package of approximately $130 million after just a little over a year of employment at Disney; regardless of legal liability, do you believe Disney’s directors were prudent in making this agreement with Ovitz? Why or why not?; Answer Problem 4 |
| 11/18**11/20** | Management of Corporations (Chapter 43) **Management of Corporations (Chapter 43)** |  pp. 1176-1185**pp. 1186-1192** | Paramount Communications, Guth**Jenson; Answer Problem 7** |
| 11/2511/27**12/2** | Shareholder’s Rights and Liabilities (Chapter 44) Out of Class Assignment (Enron Documentary)**Shareholder’s Rights and Liabilities (Chapter 44)** | pp. 1195-1208 **pp. 1209-1223** | Reynolds, United Techs Corp.; Answer Problem 4**Dodge, Zapata; Answer Problem 6** |
| 12/4 | Securities Regulation (Chapter 45)  | pp. 1227-1252 (up to Act of 1934) | Mark |
| **12/9** | **Securities Regulation (Chapter 45)/Finals Review** | **pp. 1252-1273** | **Stoneridge** |
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1. Brief only those cases designated. When cases are included in assigned readings but not designated for briefing, simply read them. [↑](#footnote-ref-1)
2. If using the soft copy text, use the original page numbers. [↑](#footnote-ref-2)
3. Problems are located at the end of each chapter. [↑](#footnote-ref-3)