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And by Appointment

BLAW 308

Overview

Business Law II (BLAW 308 – 3 units) studies the role of law in business including the study of legal institutions and their role in facilitating and regulating business. Includes agency and employment law, the various forms of business organizations and securities law. Prerequisite: BLAW 280 or BUS 302/L for Business majors.

Classes are taught using the Socratic method; a participatory/active learning process. 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.

Attendance & Class Preparation

This is a 100% online class with synchronous “live” sessions via Zoom every Monday from 4:00 pm – 6:45 pm. Attendance is mandatory and will be taken at every session. You do not need to have your video on, but you do need to be able to communicate throughout the session whenever called upon in order for attendance to be counted. Please be sure the device you will be using to connect to the session is fully charged and has a stable internet connection.

It is your responsibility to be prepared for every class; meaning the assigned **reading is complete, all cases briefed** in written form, and **selected problems prepared**. If you are absent, it is still your responsibility to be prepared so you do not fall behind. I recommend exchanging contact information with another student in the class to find out any missed information.

As you read the text, it is strongly recommended that you outline the chapter, take notes as you go, and/or make flashcards. You are responsible for making your own study guide; it will not be provided for you. Read everything: the opening vignettes, the main text, the cases, and the boxes.

You will be called on **at random** throughout the semester to read your briefs in class and/or answers to selected problems. You will not be graded on your responses because these are learning tools, not finished product, however you will be given credit for being prepared. However, if you are unprepared or absent, this will affect your participation grade as no points will be given.

Each and every case in the assigned reading must be briefed, however, you only need to turn in the ones expressly stated in the Assignments section.

Textbook

BUSINESS LAW: THE ETHICAL, GLOBAL AND DIGITAL ENVIRONMENT, 18th ed., Langvardt *et al.*, (2022). *(Yes, the 18th ed. is required. An older text will not match the assignment list and the cases may have changed.)* The textbook is available in hardcopy at the campus bookstore and elsewhere. A custom electronic version, with just the chapters that we will use in class, is available at a significant discount online at:

create.mheducation.com/shop/
Enter ISBN 9781307707359
The price is \$42.98

Canvas

Please check Canvas regularly for announcements, additional materials, and other information related to the course: canvas.csun.edu

Professionalism

You are expected to show respect for your classmates, your professor, and the university, and not to engage in disruptive behavior. If you log-in late, please do so quietly (make sure your mic is muted). Sleeping during class or raising your voice to fellow students or the professor is not permitted. 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.

Plagiarism

Plagiarism will not be tolerated on homework or exams. **You may not copy from any source, including the textbook.** Plagiarism will result in failure of the course.

Assignments in Canvas

One or more of the case briefs and selected problems from each the end of each chapter will be assigned to be turned in through Canvas. The Assignment(s) must be submitted prior to the beginning of class for the week assigned (late assignments will not receive credit). **Emails of the Assignments will not be accepted for any reason as I cannot give credit through Canvas without something submitted**, so do not wait until the last minute to turn in an Assignment only to be frustrated by a technical difficulty.

The Assignments will be gone over in class after the deadline to turn them in has passed. Like Class Preparation, the Assignments are credit/no credit. However, please be aware that simply turning something in is not sufficient to receive credit; there must be a good faith effort to complete the Assignment. You will not be graded on the accuracy of your response, but rather the effort you put forth in preparing the brief and/or answering the assigned problem.

The briefs should be in IRAC format (see below), however the responses to assignments can be short answers (it is best practice to try to answer the assignments in IRAC format in preparation for the exams). Reminder: ALL cases should be briefed in preparation for class, but only the listed case brief(s) need to be turned in for the Assignment. If you have questions about the assigned material, please ask well before the submission deadline.

How to Brief a Case - IRAC

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

Issue: The issue is a question that must be answered in order to reach a conclusion in the case. Make it specific (e.g. "Is defendant liable for false imprisonment if plaintiff was asleep at the time of 'confinement?") rather than general (e.g. "Will the plaintiff be successful?") It is best to use the parties' names in the specific case being briefed (e.g. "Can Tom recover from Ralphs for negligence?")

Rule(s): The rules are the laws which apply to the issue. They should be stated as general principles, (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.") Rules must be in the form of sentences, not questions. Present the rules as a bulleted list, not a paragraph.

Application: The application is a discussion of how the rule applies to the facts of a particular case. The application must be at least two paragraphs, one for each of plaintiff's and defendant's arguments. It should be written debate, not simply a statement of the conclusion. Present both sides of any issue. 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. It is called an application because you are applying the facts to the rules, so be sure to use all of the facts presented to make your arguments.

Conclusion: What was the result of the case? When briefing a case, make sure you give the result reached by the court, rather than your opinion of what should have happened. When briefing a problem case or writing an exam essay, be sure to draw a reasoned conclusion based on the rules and application you presented. The conclusion should not be more than a couple of sentences and should answer your issue.

Grading

Your grade will be based upon participation (attendance/preparation), assignments (turned-in problems and briefs), two midterms, three quizzes, and a cumulative final. The grade allocation is as follows:

Participation:	45 points
Assignments:	45 points
Midterm #1:	135 points
Midterm #2:	135 points
Quiz #1:	30 points
Quiz #2:	30 points
Quiz #3:	30 points
Final exam:	<u>450 points</u>
Total:	900 points

The grade reached after calculating the total points 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. There will be no extra credit opportunities during this course.

Grading System

Taken from the CSUN catalog:

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	Failed	0.0

Quizzes

Quizzes are comprised solely of multiple choice.

Exams

The Midterm and Final Exam are comprised Short Answer and Essay Questions which require you to analyze factual situations, identify legal issues and apply the law in determining the outcome of hypothetical cases.

Most briefs that you prepare for class will be about one typewritten page. Each brief must be brought to class (either printed or in electronic form) on the day it is scheduled to be discussed and thereafter in the event that we are behind, and you should take notes on them as we discuss them.

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 a 4th grader. 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 further facts could affect the outcome of the problem, state with particularity what they are, and how they could affect the outcome.

It is important that you read through the entire question before you start writing your response. You do not want to waste time going down the wrong path and answering a question that was not asked.

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 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

Quizzes and Exams are Open Book

All quizzes and exams are open book, but subject to strict time limits which will be disclosed as the respected Quiz, Midterm, and Final Exam dates approach.

Academic integrity is essential. While the tests are open book and open note, you are absolutely prohibited from receiving or giving assistance or cooperation of any kind during the exam. This includes using a search engine to find answers to any questions on the exam. There is zero tolerance for cheating. Any evidence of cheating will be thoroughly investigated. If there is credible evidence of cheating, I will refer the matter to the Dean of the College with, if warranted, a referral and recommendation for expulsion from the University. In the Professor's reasonable discretion, you will also be subject to receipt of an automatic "F" in the class.

No recording class; No photos

You may not audio or video record, nor take any photos during any session.

Disability Resources and Educational Services

If you have a disability 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 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.

Klotz Student Health Center

Klotz Student Health Center offers health services at little to no cost. The Center is located on campus off of Bertrand Street, near Chaperral Hall and parking structure G3, and can be reached at 818/677-3666.

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.

GE Paths – Social Justice Pathway

The primary goal of the Social Justice Pathway is to encourage students to think critically about social justice, to recognize it as foundational for peaceful societies, and to look for ways to promote it. BLAW 308 is included in the Pathway and addresses two of its student learning outcomes: (1) students will be able to recognize and critically analyze the inter-relationship between cultural recognition and economic justice, and (2) students will be able to identify and practice the methods people use to fight for social justice at local, national, and international levels.

Netiquette Rules

On occasion, you will be communicating with the class electronically, whether through email or on discussion boards. Please keep in mind these netiquette rules in your communications:

- Before posting a question to the discussion board, check if anyone has asked it already and received a reply
- Stay on topic. Do not post irrelevant links, comments, thoughts, or pictures
- Do not type in ALL CAPS! It looks like you are yelling
- Do not write anything that sounds angry or sarcastic even as a joke; it is very difficult to communicate tone through written text
- Always remember to say “please” and “thank you” when soliciting information from your classmates
- Respect the opinion of classmates. If you feel the need to disagree, do so respectfully and acknowledge valid points in your classmate’s argument. If you reply to a question posed by a classmate, make sure your answer is accurate.
- Be brief. If you write a long dissertation in response to a simple question, it is unlikely that anyone will read the response all the way through
- If you refer to something your classmate said earlier in the discussion, quote just a few key lines from their post so that others won’t have to go back and figure out which post in the thread you are referring to
- Check the most recent comments before responding to an older comment
- Be forgiving. If your classmate makes a mistake, don’t badger them for it. Let It Go.

Questions

If you have any questions about the material contained in this syllabus, please contact Professor Knox. Email is best and I will try my best to respond within 24 hours.

University Counseling Services

University Counseling Services offers a variety of short-term counseling services, including crisis intervention and psychiatric consultation. UCS is located at Bayramian Hall 520, and can be reached at 818/677-2366.

Additional Technology Resources

Since this is an online course, reliable internet is required. Please see <https://www.csun.edu/it/internet-connectivity-users-who-do-not-have-it> for information on acquiring internet service. You will also need Microsoft Word (available at no charge from CSUN) for your written assignments. You will need access to a computer or tablet; information about the device loaner program can be found at the same link set forth above.

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>.

No Gifts Policy

Pursuant to University policy and best practices, under no circumstance will the Professor accept any gifts or other items of value, including those of even small or nominal value. In the event of any attempt to deliver such gift or item, it will be declined.

Class in the time of Covid

The information available regarding the Covid virus and protocols for safety measures are continuously being revised as new scientific data is evaluated. If circumstances concerning the course change, please be patient and communicate with Professor Knox.

Your continued enrollment in the course indicates your agreement to the policies contained in the syllabus. Changes will be announced and posted on Canvas.

Course Topics and Assignments

Date	Class topics	Work to be prepared and Assignments to turn in
8/30/2021	<p>Introduction</p> <p>Agency Law: The Agency Relationship</p> <ul style="list-style-type: none"> • Creation of an Agency • Agency Concepts, Definitions, and Types • Duties of Agent to Principal • Duties of Principal to Agent • Termination of an Agency 	<p>Read Syllabus.</p> <p>Read Chapter 35</p> <p>Prepare briefs for:</p> <ul style="list-style-type: none"> • Krakauer v. Dish Network, L.L.C. • CBS Corp. v. FCC • North Atlantic Instruments, Inc. v. Haber • Gniadek v. Camp Sunshine at Sebago Lake, Inc. <p>Prepare responses for Problems 2, 3, & 5</p> <p>Turn In (through Canvas) the <u>Krakauer</u> brief and Response to Problem 3</p>
9/6/2021	LABOR DAY – No Class	No reading and no assignments
9/13/2021	<p>Agency Law: Third-Party Relations of the Principal and the Agent</p> <ul style="list-style-type: none"> • Contract Liability of the Principal • Contract Liability of the Agent • Tort Liability of the Principal • Tort Liability of the Agent • Tort Suits against Principal and Agent 	<p>Read Chapter 36</p> <p>Prepare briefs for:</p> <ul style="list-style-type: none"> • Frontier Leasing Corp. v. Links Engineering, LLC • Treadwell v. J.D. Construction Co. • DePetris & Bachrach, LLP v. Srour • Synergies3 Tee Services, LLC v. Corvo <p>Prepare responses for Problems 3, 5, & 9</p> <p>Turn In (through Canvas) the <u>Treadwell</u> brief and Response to Problem 5</p>
9/20/2021	<p>Quiz #1: Agency Law (Chapters 35 - 36)</p> <p>Regulation of Business: Employment Law</p> <ul style="list-style-type: none"> • Legislation Protecting Employee Health, Safety, and Well-Being • Legislation Protecting Wages, Pensions, and Benefits • Collective Bargaining and Union Activity • Equal Opportunity Legislation 	<p>4:00 p.m. – 4:30 p.m. (in Canvas) Lecture will start at 4:45 p.m.</p> <p>Read Chapter 51 (through 51-21)</p> <p>Prepare briefs for:</p> <ul style="list-style-type: none"> • American Greetings Corp. v. Bunch • Gaskell v. University of Kentucky • Bostock v. Clayton County, Georgia <p>Prepare responses for Problems 1, 4, & 8</p> <p>Turn In (through Canvas) the <u>Bostock</u> brief and Response to Problem 8</p>
9/27/2021	<p>Regulation of Business: Employment Law</p> <ul style="list-style-type: none"> • Equal Opportunity Legislation cont. • Employee Privacy • Job Security 	<p>Read remainder of Chapter 51 (starting from 51-22)</p> <p>Prepare briefs for:</p> <ul style="list-style-type: none"> • Johnson v. J Walter Thompson U.S.A., LLC • Johnson v. Fluor Corporation • EEOC v. Kohl's Dep't Stores, Inc. • Peterson v. AT&T Mobility Services, LLC <p>Prepare responses for Problems 3,6, & 10</p> <p>Turn In (through Canvas) the <u>EEOC</u> brief and Response to Problem 6</p>

10/4/2021	Midterm #1 Agency & Employment (Chapters 35 – 36 & 51)	4:00 p.m. – 5:15 p.m. Nothing to turn in this week No Lecture this week, additional materials may be available in Canvas for review
10/11/2021	Partnerships: Introduction to Forms of Business and Formation of Partnerships <ul style="list-style-type: none"> Types of Business Entities Partnerships – Creation of Partnership Purported Partners Partnership Capital Partnership Property Partner’s Partnership Interest 	Read Chapter 37 Prepare briefs for: <ul style="list-style-type: none"> Rasmussen v. Jackson MP Nexlevel of Cal., Inc. v. CVIN Finch v. Raymer Prepare responses for Problems 2, 4, 6, & 8 Turn In (through Canvas) the <u>Rasmussen</u> brief and Response to Problem 6
10/18/2021	Partnerships: Operation of Partnerships and Related Forms <ul style="list-style-type: none"> Duties of Partners to the Partnership and Each Other Compensation of Partners Management Powers of Partners Liability for Torts and Crimes Lawsuits by and against Partnerships and Partners 	Read Chapter 38 Prepare briefs for: <ul style="list-style-type: none"> McMillian v. McMillian Fish v. Tex. Legislative Serv., P’ship NBN Broadcasting, Inc. v. Sheridan Broadcasting Networks, Inc. Mortgage Grader, Inc. v. Ward & Olivio, L.L.P Prepare responses for Problems 4, 5, & 8 Turn In (through Canvas) the <u>Fish</u> brief and Response to Problem 8
10/25/2021	Quiz #2: Partnerships (Chapters 37 – 38) Partnerships: Partners’ Dissociation and Partnerships’ Dissolution and Winding Up <ul style="list-style-type: none"> Dissociation Dissolution and Winding Up the Partnership Business When the Business is Continued Partners Joining an Existing Partnership 	4:00 p.m. – 4:30 p.m. (in Canvas) Lecture will start at 4:45 p.m. Read Chapter 39 Prepare briefs for: <ul style="list-style-type: none"> Meyer v. Christie Gelman v. Buehler Urbain v. Beierling Paciaroni v. Crane Dixon v. Crawford, McGilliard, Peterson & Yelish Prepare responses for Problems 6 & 10 Turn In (through Canvas) the <u>Urbain</u> brief and Response to Problems 10
11/1/2021	Partnerships: Limited Liability Companies and Limited Partnerships <ul style="list-style-type: none"> Limited Liability Companies Limited Partnerships Creation of Limited Partnerships Rights and Liabilities of Partners in Limited Partnerships Partners’ Dissociations and Limited Partnership Dissolution Mergers and Conversions 	Read Chapter 40 Prepare briefs for: <ul style="list-style-type: none"> Hecht v. Andover Assoc. Mgmt. Co. McDonough v. McDonough Moser v. Moser Lach v. Man O’War, LLC Prepare responses for Problems 2, 6, 8 Turn In (through Canvas) the <u>Lach</u> brief and Response to Problem 6

11/8/2021	Midterm #2 Partnerships (Chapters 37 – 40)	4:00 p.m. – 5:15 p.m. Nothing to turn in this week No Lecture this week, additional materials may be available in Canvas for review
11/15/2021	Corporations: History and Nature of Corporations <ul style="list-style-type: none"> History of Corporations Classification of Corporations Regulation of For-Profit Corporations Regulation of Nonprofit Corporations Regulation of Foreign and Alien Corporations Regulation of Foreign Nonprofit Corporations Piercing the Corporate Veil 	Read Chapter 41 Prepare briefs for: <ul style="list-style-type: none"> Drake Manufacturing Company, Inc. v. Polyflow, Inc. Supply Chain Assocs., LLC v. ACT Electronics, Inc. Prepare responses for Problems 1, 4, 5, 8, & 13 Turn In (through Canvas) the <u>Drake</u> brief and Response to Problem 8
11/22/2021	Corporations: Organization and Financial Structure of Corporations <ul style="list-style-type: none"> Promoters and Preincorporation Transactions Incorporation Defective Attempts to Incorporate Incorporation of Nonprofit Corporations Financing For-Profit Corporations Consideration for Shares Share Subscriptions Issuance of Shares Transfer of Shares Financing Nonprofit Corporations 	Read Chapter 42 Prepare briefs for: <ul style="list-style-type: none"> SmithStearn Yachts, Inc. v. Gyrographic Communications, Inc. Krupinski v. Deyesso Tedeton v. Tedeton Coyle v. Schwartz Prepare responses for Problems 2, 8, & 9 Turn In (through Canvas) the <u>Tedeton</u> brief and Response to Problem 8
11/29/2021	Quiz #3: Corporations (Chapters 41 – 42) Corporations: Management of Corporations <ul style="list-style-type: none"> Corporate Objectives Corporate Powers Powers of Nonprofit Corporations The Board of Directors Directors' Meetings Officers of the Corporation Managing Close Corporations Managing Nonprofit Corporations Directors' and Officers' Duties to the Corporation Corporate and Management Liability for Torts and Crimes Insurance and Indemnification 	4:00 p.m. – 4:30 p.m. (in Canvas) Lecture will start at 4:45 p.m. Read Chapter 43 Prepare briefs for: <ul style="list-style-type: none"> Omnicare, Inc. v. NCS Healthcare, Inc. Brehm v. Eisner Paramount Communications, Inc. v. Time, Inc. In re Caremark Int'l Inc. Derivative Lit. Guth v. Loft, Inc. Coggins v. New England Patriots Football Club, Inc. United States v. Jensen No Problems this week Turn In (through Canvas) the <u>Brehm & Coggins</u> briefs

12/6/2021	<p>Corporations: Shareholders' Rights and Liabilities</p> <ul style="list-style-type: none"> • Shareholders' Meetings • Shareholders' Election of Directors • Fundamental Corporate Changes • Dissenters' Rights • Shareholders' Inspection and Information Rights • Preemptive Right • Distributions to Shareholders • Ensuring a Shareholder's Return on Investment • Shareholders' Lawsuits • Shareholder Liability • Members' Rights and Duties in Nonprofit Corporations • Dissolution and Termination of Corporations 	<p>Read Chapter 44</p> <p>Prepare briefs for:</p> <ul style="list-style-type: none"> • Reynolds Health Care Services, Inc. v. HMNH, Inc. • Montgomery Cellular Holding Co., Inc. v. Dobler • United Techs. Corp. v. Treppel • Dodge v. Ford Motor Co. • Zapata Corp. v. Malonado • Mitchell Partners, L.P. v. Irex Corp. <p>Prepare response for Problem 6</p> <p>Turn In (through Canvas) the <u>Dodge</u> brief and Response to Problem 6</p>
12/13/2021	<p>Corporations: Securities and Regulations</p> <ul style="list-style-type: none"> • Purposes of Securities Regulation • Securities and Exchange Commission • What is a Security? • Securities Act of 1933 • Registration of Securities Under the 1933 Act • Exemptions from the Registration Requirements of the 1933 Act • Liability Provisions of the 1933 Act • Securities Exchange Act of 1934 • Liability Provisions of the 1934 Act • Tender Offer Regulation • State Securities Law 	<p>Read Chapter 45</p> <p>Prepare briefs for:</p> <ul style="list-style-type: none"> • Nye Capital Appreciation Partners, L.L.C. v. Nemchik • Mark v. FSC Securities Corp. • Escott v. BarChris Construction Corp. • SRM Global Fund L.P. v. Countrywide Financial Corp. • SEC v. Dorozhko • United States v. Newman • United States v. Salman <p>No Problems this Week</p> <p>Turn In (through Canvas) the <u>Mark</u> & <u>SEC</u> briefs</p>
	<p>Cumulative Final Exam (Chapters 35 – 45 & 51)</p>	<p>Monday, December 20, 2021 5:30 p.m. – 7:30 p.m.</p>