

**FALL 2021 ONLINE-COURSE SYLLABUS
BUSINESS LAW 308-06 4537 (BUSINESS LAW II)**

COURSE INFORMATION

Instructor: Reid L. Denham

Class: Online synchronous through Zoom, beginning Tuesday, 01/25/22, through Thursday, 02/10/22 (as announced by CSUN Administration on 01/07/22), and thereafter in-person, or until notified otherwise, BB 1121.

Day and Time: Tuesday and Thursday, 9:30 to 10:45am

Office: Tuesday at 8:30 to 9:30am, on Zoom, and also available by appointment.

Email: Reid.Denham@CSUN.edu (include "BLAW 308 (4537)" in the "Subject" line).

Textbook (Required)

Business Law: The Ethical, Global & E-Commerce Environment, 18th ed., Prentice, et al., (2022).

The eBook is available to purchase on the McGraw Hill website at <https://create.mheducation.com/shop> and enter ISBN 9781260736892. You can also purchase the condensed version from the bookstore using ISBN 9781307707342.

COURSE OVERVIEW

Student Learning Outcomes

Our mission is to equip students with the academic knowledge, problem-solving and analytical and professional skills in the areas of business law, business ethics and real estate necessary to achieve their personal and professional goals. All of our faculty are accomplished academics and licensed professionals who are committed to teaching. We are dedicated to the success of our students, and our programs are designed to prepare students for careers in business, public service and professional practice.

Course Objective

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 student to become fully developed students and adults.

- **CSUN Catalog BLAW 308 Course Description:** 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.
- **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.
- **Life Long Learning Overall Goal:** Students will develop cognitive, physical and affective skills which 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 No. 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.

How Online Classes will be Conducted

Classes will be conducted synchronously on Canvas through *Zoom*, on Tuesday and Thursday, 01/25/22 through 02/10/22, unless notified by CSUN Administration otherwise, at the scheduled class time. You are expected to logon to *Zoom* no later than 9:30am. Class Participation, as described below, will be assessed by your attendance and participation during our virtual class sessions.

Class Preparation and Participation

Class will be conducted through a mixture of lecture and discussion. There will be a heavy emphasis on student participation. Students are required to attend and are expected to be prepared for and to participate in class. The reading, cases and Problem Cases (“PC”) are set forth in the Syllabus and are to be completed in advance of each class. You are required only to read the material and brief the cases and PCs specifically assigned in the Syllabus. If material or PCs are not specifically mentioned, you do not need to read them or brief them. Preparation for class entails reading the assigned material and preparing written briefs for all assignments.

You will be called on at random throughout the semester to read your briefs and written answers to the assigned cases and PCs. You will be graded on your written cases briefs.

You will not be graded on PCs. These are learning tools, not finished product. However, if you are unprepared or absent, this will affect your grade. It is your responsibility to be prepared for every class. If you are absent, it is still your responsibility to be prepared.

Use of Electronic Devices

You may not audio or video record our online class or the in-person class, nor take any photos of the online class room or in the class room without advance permission from the instructor. 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.

Use of cell phones during class 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 use electronic devices in the online classroom or bring electronic devices into the classroom on days on which an exam is scheduled.

Class Attendance

Class attendance and participation are vital to your success in the class.

Course Prerequisites

BLAW 280. Corequisites/Prerequisites for Business majors: BUS 302/L.

Class Discussion in the “Socratic Method”

One of the goals of this course will be to learn basic principles of law and to evaluate critically those principles in various factual situations. This course will also demand that students communicate, both in writing and orally, the results of their reasoning and thinking; and that communication will involve both oral communication in class and written communication in the written assignments (and of course the quizzes, and mid-term and final exams). In the “real world,” understanding the law is important; being able to apply the law to a given set of facts is even more important, but being able to communicate it effectively, in writing and orally, is critical.

Classes will be an active learning environment. They will be conducted in a combination of lecture, active class

discussion and the “Socratic Method” of instruction. It is critical to read the assigned textbook and cases before class. I cannot emphasize enough the importance of reading the course material in advance of each of our class discussions. My experience in teaching makes it clear that the students who come prepared to class outperform the other students. On occasion, you may find that reading material is difficult to understand in advance of class; however, even if you are not able to fully grasp the material reading it on your own, you will still be in a far better position to understand it through class discussion if you prepare the required assignments. I will also be available during office hours to explain the concepts you do not master in class.

You should be prepared to orally defend your interpretation of the cases and to answer hypothetical questions in open class discussions. You should learn to argue alternative sides of a dispute. Expect to be called on randomly in class. Participation will not be limited to “volunteers”. The success of the class and your own success within the class are highly dependent on your ability to be prepared for class, including doing the informal briefing and other requirements set forth below.

ASSIGNMENTS

The assignments are included at the end of this syllabus (which is subject to amendment during the semester). Students are also responsible for all instructor postings on Canvas and e-mail communications sent to students’ CSUN email accounts.

Assignments include, but are not limited to, reading from the textbook, reading and preparing Briefs of cases and answering Case Problems. The cases are contained in the chapters’ text. The Case Problems appear at the end of the chapter

You are required to upload to Canvas your written Briefs of the cases *before class on the day for which they are assigned*. Assignment links will be posted on that week’s Module for you to use to electronically submit your assignments each week. *Late Assignments will not be accepted*.

As is noted in the “Work Due Before Class” section at the end of this Syllabus, you should also informally answer the Problem Cases assigned as a tool for note taking, as a means for preparing for class discussion and as a means of practicing brief writing in advance of the formal written assignments. I will call on students at random during class to discuss the assignments.

You are also expected to be able to access and read your Briefs and Problem-Case answers during each of our class sessions.

CASE BRIEFING

What is a Brief?

When the Syllabus indicates a requirement to “Brief” a specific case, you will need to do so in writing. The Syllabus also specifies the dates in the semester in which formal case briefs are to be submitted for a grade. Again, you are required to upload to Canvas your briefs *before class on the day for which they are assigned*.

How to Write a “Brief”

We will discuss brief-writing extensively in class, but the following provides a guide. When you submit the written briefs, you should use the following “IRAC” (Issue Rule Application Conclusion) format:

Issue: What question must be answered in order to reach a conclusion in the case? The Issue must be expressed in the form of a legal question which, when answered, gives the result in the 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. Did the defendant owe a duty of care to the plaintiff when the plaintiff was trespassing on the defendant’s property?). Some cases present more than one issue; if there is more than one issue, it is OK to write more than one, but be sure to list the principal one and focus on that.

Rule: The Rule is the law that applies to the principal 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 case being briefed, (e.g. “The plaintiff was negligent.”). Typically, the Rule can be expressed in one or two sentences.

Application: The Application is a discussion of how the Rule applies to the facts of the case. Essentially, the Application section is a description of the relevant facts, the parties’ arguments and positions in the case, and the court’s thought process by which it answered the Issue and established the Rule. While the Issue and Rule are normally only one or two sentences each, the Application section of a brief should be two to four 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 section shows how you can track the court’s reasoning on paper and is the most difficult skill you will learn. It is also permissible to put the relevant facts of the case in a separate section of the Brief.

Conclusion: What was the result of the case? Did the appellate or supreme court affirm, reverse or reverse and remand the lower court’s decision?

With cases, the textbook gives you a background of the facts along with the judge’s reasoning and conclusion. When you brief cases, you are summarizing the judge’s opinion. Briefs should not have to exceed more than two pages in length.

GRADING

Grading is based on a combination of evaluation of written assignments, class participation, quizzes, and the midterm and final exams. The grade allocation will be based on points as follows:

1. **Written Assignments:** Briefs and answers to Problem Cases collectively comprise roughly 10% of the course grade.
2. **Class Attendance and Participation:** Class attendance and participation comprises roughly 5% of the course grade.
3. **Midterm Exams:** There are two midterm exams. The first midterm comprises 20% of the course grade. The second midterm comprises 25% of the course grade, or a combined 45% of the course grade.
4. **Final Exam:** The final exam comprises 40% of the course grade.

Your Class-Participation grade is affected by whether you are prepared when called on to brief a case or answer a Case Problem. 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.” One such mark will be dropped from consideration in grading. Each unprepared mark beyond that will cause your Class-Participation grade to be reduced.

Overall grades for the course will be allocated to students in accordance with the regulations set forth in the California State University, Northridge catalog:

| GRADE | DEFINITION | GRADE POINT |
|-------|-------------|-------------|
| A | Outstanding | 4.0 |
| A- | | 3.7 |
| B+ | Very Good | 3.3 |
| B | | 3.0. |
| B- | | 2.7 |

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|----|----------------|-----|
| C+ | Average | 2.3 |
| C | | 2.0 |
| C- | | 1.7 |
| D+ | Barely Passing | 1.3 |
| D | | 1.0 |
| D- | | .70 |
| F | Failure | .00 |

ACADEMIC HONESTY

Plagiarism and cheating will not be tolerated on homework or exams. Any student found to have either submitted work not his/her own (this includes another student's work, information from an uncredited, on-line source, or the textbook) or cheated on an exam will be given an "F" on the assignment/exam, potentially in the class, and may be referred to the Office of Student Affairs for further discipline. You are responsible for following the academic regulations of the University and the standards of academic honesty applicable to all students. <https://catalog.csun.edu/policies/academic-dishonesty/>

EXAMS

The midterm and final exams will be timed and taken on Canvas during our scheduled class period. All exams will be conducted on Canvas/Quizzes in the classroom. You will need to bring a laptop computer or tablet device with keyboard on the day of the exam. If you do not own or have access to a laptop, you can borrow one for free during the semester through the CSUN Device Loaner Program: <https://www.csun.edu/it/device-loaner-program>.

The final exam will be cumulative. Make-up exams will only be given in exceptional circumstances, or in the alternative, the weight of the missed exam may be added to the weight of the other exams. If a student is unable to take the midterm, he or she must establish a valid excuse for failure to take the exam through documentary evidence. If no valid excuse is established, the missed exam will be counted as an "F".

Exam Content

The midterm exams and final exam will be composed of:

1. One or more essay questions which require you to analyze the facts, identify legal issues and apply the law in determining the outcome of hypothetical cases;
2. Short answer questions involving analysis of fact situations;
3. One or more cases to be briefed; and
4. Multiple-choice, true or false and/or fill-in-the-blank questions often focusing on key terms and basic principles.

Essay Portion of Exams

Answer each question fully, clearly and in the order given in the IRAC format. Mere conclusions receive little credit. You should:

- Identify and state the Issue.
- Define and discuss the Rule(s); any principles of law, legal theories, etc., relevant to the Issue.
- In the Application, 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 conclusion(s). Do not assume that certain facts are known – in your answer, explain what you know and define every legal term used.
- The actual conclusion(s) you reach could be the least important part of your answer – you should base

- your conclusion(s) on complete and intelligent application of the facts to the legal principles involved.
- If additional facts could affect the outcome of the case, 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. Some questions have more than one issue; make sure to discuss all issues.
- Do not ignore, make up or repeat facts. Answer the question(s) and only the question(s).

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>.

DRES

If you have a disability and need accommodations, please register with the Disability Resources and Educational Services (DRES) office at <http://www.csun.edu.dres> or the National Center on Deafness.

CLASS ASSIGNMENTS

The following chart outlines each class, Topic and Work Due Before Class. The syllabus is subject to change during the semester and assignments may be altered. Announcements will be made in class; therefore, online attendance is essential. If you must miss class, you are nevertheless responsible for what was discussed in that class.

| DATE | TOPIC | WORK DUE BEFORE CLASS |
|----------|--|---|
| 01/25-27 | Introduction and Expectations | <u>Read:</u> Syllabus <u>Group Discussion:</u> <i>Certain Underwriters at Lloyds of London v. AEG Live, LLC, et al.</i> (Online Handout) |
| 02/01-03 | The Agency Relationship | <u>Read:</u> Chapter 35 (Except Gratuitous Agents, Subagents, and Termination of Agency Powers Given as Security sections, pp.6-7 and pp.15-6) <u>Brief:</u> <i>CBS Corp. v. FCC</i> , p.7 and <i>North Atlantic Instruments, Inc. v. Haber</i> , p.11. <u>Problem Cases:</u> 1, 3 and 10, p.18-9. |
| 02/08-10 | Third-Party Relations of the Principal and the Agent | <u>Read:</u> Chapter 36 (Except Contracts Made by Subagents section, p.6) <u>Brief:</u> <i>Frontier Leasing Corp. v. Links Engineering, LLC</i> , p.5, <i>Treadwell v. J.D. Construction Co.</i> , p.7 and <i>Synergies3 Tec Services, LLC v. Corvo</i> , p.11. <u>Problem Cases:</u> 5 and 9, pp.16-7. |
| 02/15-17 | Employment Relationship | <u>Read:</u> Chapter 51 (Except Genetic Information Nondiscrimination Act, Immigration Reform and Control Act, Uniformed Services Employment and Reemployment Rights Act, Executive Order, State Antidiscrimination Laws and Retaliation sections, pp.32-3). <u>Brief:</u> <i>American Greeting Corp. v. Bunch</i> , p.4, <i>Gaskell v. University of Kentucky</i> , p.13 and <i>Peterson v. AT&T Mobility</i> |

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| | | <i>Services LLC</i> , p.38. <u>Problem Case</u> : 11, p.43. Review for Midterm Exam |
| 02/22 | | MIDTERM EXAM (Chapters 35, 36 and 51) |
| 02/24 | | <u>Group Discussion</u> : Forms of Business (Case Study Handout) Review Midterm Exam |
| 03/01-03 | Introduction of Forms of Business and Formation of Partnerships | <u>Read</u> : Chapter 37 (Except Creation of Joint Ventures and Creation of Mining Partnership sections, pp.12-3) <u>Brief</u> : <i>MP Nexlevel of Cal., Inc. v. CVIN</i> , p.15, <i>Finch v. Raymer</i> , p.18. <u>Problem Cases</u> : 2 and 9, pp.21-2. |
| 03/08-10 | Operations of Partnerships and Related Forms | <u>Read</u> : Chapter 38 (Except Joint Ventures and Mining Partnerships, When Unanimous Partners' Agreement Required, Joint Ventures and Mining Partnerships section, pp.5 and 11). <u>Brief</u> : <i>Fish v. Tex. Legislative Serv., P'ship</i> , p.6, <i>NBN Broadcasting, Inc. v. Sheridan Broadcasting Networks, Inc.</i> , p.12 and <i>Mortgage Grader, Inc. v. Ward & Olivo, LLP</i> , p.15. <u>Problem Cases</u> : 4 and 8, p.16-7. |
| 03/15-17 | Partners' Disassociation and Partners' Dissolution and Winding Up | <u>Read</u> : Chapter 39 (Except Joint Ventures and Mining Partnerships section, p.7) <u>Brief</u> : <i>Gelman v. Buehler</i> , p.6, <i>Urbain v. Beierling</i> , p.8 and <i>Paciaroni v. Crane</i> , p.10. <u>Problem Cases</u> : 1, 5 and 10, pp.18-20. |
| 03/22-24 | | SPRING BREAK – No School |
| 03/29-31 | Limited Liability Companies and Limited Partnerships | <u>Read</u> : Chapter 40 (Except Member's Dissociations and LLC Dissolution sections, p.6) <u>Brief</u> : <i>Hecht v. Andover Assoc. Mgmt. Co.</i> p.4, <i>McDonough v. McDonough</i> , p.7 and <i>Moser v. Moser</i> , p.11. <u>Problem Cases</u> : 3 and 8, pp.20-1. Review for Midterm Exam |
| 04/05 | | MIDTERM EXAM (Chapters 37, 38, 39 and 40) |
| 04/07 | | <u>Group Discussion</u> : Corporations (Case Study Handout) Review Midterm Exam |
| 04/12-14 | History and Nature of Corporations | <u>Read</u> : Chapter 41 (Except Regulations of a Corporation's Internal Affairs and Regulation of Nonprofit Corporations sections, p.12) <u>Brief</u> : <i>Drake v. Mfg. Co., Inc. v. Polyflow, Inc.</i> , p.10 and |

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| | | <i>Supply Chain Assocs., LLC v. ACT Electronics, Inc.</i> , p.14. <u>Problem Cases</u> : 7, 8 and 9, p.21. |
| 04/19-21 | Organizations and Financial Structure of Corporations | <u>Read</u> : Chapter 42 (Except Options, Warrants and Rights section, pp.12-3) <u>Brief</u> : <i>Krupinski v. Deyesso</i> , p.9 and <i>Coyle v. Schwartz</i> , p.19. <u>Problem Cases</u> : 2, 3 and 4, p.22. |
| 04/26-28 | Management of Corporations | <u>Read</u> : Chapter 43 (Except Who is An Independent Director? And Oppression of Minority Shareholders sections, pp.5 and 25) <u>Brief</u> : <i>Brehm v. Eisner</i> , p.13, <i>Guth v. Loft, Inc.</i> , p.24 and <i>Coggins v. New England Patriots Football Club, Inc.</i> , p.26. <u>Problem Cases</u> : 4 and 7, pp.33-4. |
| 05/03-05 | Shareholders' Rights and Liabilities | <u>Read</u> : Chapter 44 (Except Member's Rights and Duties in Nonprofit Corporations section, pp.25-6) <u>Brief</u> : <i>United Techs, Corp. v. Treppel</i> , p. 14, <i>Dodge v. Ford Motor Co.</i> , p.16 and <i>Zapata Corp. v. Maldonado</i> , p.21. <u>Problem Case</u> : 10, p.32. |
| 05/10-12 | Securities Regulations | <u>Read</u> : Chapter 45 <u>Problem Cases</u> : 5, 6, 8 and 9, pp.48-9. Review for Final Exam |
| 05/17 | | FINAL EXAM (Cumulative) at 8:00 to 10am, BB 1121 |