

EMPIRE COLLEGE SCHOOL OF LAW

SYLLABUS

COURSE NUMBER: F311
COURSE NAME: BUSINESS ORGANIZATIONS

PROFESSOR: Bruce W. McCann

CLASS TIME: Mondays: 6:00 – 9:00 p.m.
Fall Semester 2009

UNITS: 3 Units/Semester

TEXT: CORPORATIONS AND OTHER BUSINESS ORGANIZATIONS:
CASES, MATERIALS, PROBLEMS, 6th Edition
Soderquist, Smiddy & Cunningham
2005 LexisNexis
ISBN 0-8205-6338-2 (hardbound) and Supplement
(Download Supplement at www.lexisnexis.com/lawschool/)

GOALS: This course will review the law governing the formation, operation and dissolution of business entities with emphasis on partnerships, corporations, and limited liability companies. Students will study the relationships of individuals to such entities, including the law of agency and fiduciary duty. The class will also look at corporate finance and securities laws.

GRADING:	90 – 100	A	Outstanding
	80 – 89	B	Superior
	70 – 79	C	Satisfactory
	65 – 69	D	Unsatisfactory
	below 65		Failing/No credit

The course grade will be comprised of the results of:

Midterm exam - 50%
Final exam - 50%

The final exam will be cumulative, covering all course material. Instructor may deduct up to 3 points from course grade for lack of preparation or failure to submit any assigned projects.

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ATTENDANCE:

Regular and punctual attendance is essential for the successful completion of the course. Students should plan to attend every class. Students must attend a minimum of 80% (36 hours — 12 of 15 classes) of the class sessions during each semester.

CONTACT INFORMATION:

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BUSINESS ORGANIZATIONS

PROF. McCANN

FALL SEMESTER 2009

ASSIGNMENTS

Note: All text references are to Soderquist, Smiddy & Cunningham, *Corporations and Other Business Organizations: Cases, Materials, Problems, Sixth Edition*. (NOTE: A SUPPLEMENT HAS BEEN RELEASED FOR THE CASEBOOK. IT IS ONLY AVAILABLE ON LINE AT www.lexisnexis.com/lawschool/. ALL ASSIGNMENTS INCLUDE THE APPROPRIATE PAGES FROM THE SUPPLEMENT.)

WEEK 1: PGS. 1-32

8/31/09

Introduction Approaching Corporate Law

Section I Putting Business Organizations in Context

Section II Other Perspectives of Business

Section III Development of American Business Corp. Law

Section IV Distinguishing Features of Business Law Practice

WEEK 2: PGS. 33-74

9/07/09 (*Labor Day -*

*No School – Alternate
Date TBD*)

Chapter 1 Sole Proprietorships and Agency Principles

Section I Introduction to Forms of Business Entities

Section II Sole Proprietorships

Section III Agency Law and the Legal Relationships
Between Sole Proprietors and Their Employees

WEEK 3: PGS. 75-119

9/14/09

Chapter 2 Traditional Business Forms and Their Progeny

Section I General Partnerships

WEEK 4: PGS. 119-157

9/21/09

Chapter 2 Traditional Business Forms (continued)

Section I General Partnerships (cont'd)

Section II Corporations

Section III Synthesis – Other Forms of Business Orgs.

WEEK 5: PGS. 157-196

9/28/09

Chapter 2 Traditional Business Forms (continued)

Section III Synthesis (cont'd)

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WEEK 6: PGS. 196-238
10/05/09

Chapter 2 **Traditional Business Forms (continued)**
Section III Synthesis (cont'd)

Chapter 3 **Incorporation**
Section I Promoters' Contracts
Section II Where and How to Incorporate

WEEK 7: PGS. 239-286
10/12/09

Chapter 4 **Capitalization**
Section I Some Capitalization Basics
Section II Duly Authorized, Validly Issued, Fully Paid,
and Nonassessable Stock
Section III Thin Incorporation and Subordination
Section IV Preemptive Rights
Section V Share Transfer Restrictions and Buyout
Agreements

WEEK 8: PGS. 286-342
10/19/09

Chapter 4 **Capitalization (continued)**
Section V Share Transfer Restrictions and Buyout
Agreements (cont'd)

Chapter 5 **Organizing the Corporation**
Section I Organization Procedures
Section II Other Organizational Matters
Section III Bylaws
Section IV Defective Incorporation

Chapter 6 **Corporate Authority**
Section I Functions and Authority of Shareholders

WEEK 9: PGS. 343-395
10/26/09

Chapter 6 **Corporate Authority (continued)**
Section I Functions and Authority of Shareholders
(cont'd)
Section II Functions and Authority of Directors
Section III Functions and Authority of Officers

Chapter 7 **Distributing Corporate Control**
Section I Cumulative Voting, Classification of Directors,
and Class Voting
Section II Charter Provisions
Section III Removal of Directors
Section IV Deadlocks, Oppression, and Dissolution

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WEEK 10: PGS. 395-436 11/02/09	Chapter 7 Section IV Section V	Distributing Corporate Control (continued) Deadlocks, Oppression, and Dissolution (cont'd) Contractual Arrangements
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WEEK 11: PGS. 436-478 11/09/09	Chapter 7 Section V Chapter 8 Section I Section II Section III Section IV	Distributing Corporate Control (continued) Contractual Arrangements (cont'd) Piercing the Corporate Veil Introduction Tort-Based Claims and Other Considerations Contract-Based Claims and Other Considerations Statutory Claims
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WEEK 12: PGS. 479-528 11/16/09	Chapter 9 Section I Section II Chapter 10 Section I Section II Section III	Dividends Mechanics of Dividends and Distributions Limitations on Dividends Duty of Care Introduction The General Standard of Care and the Obligation to Monitor Duty to Inquire and to Monitor
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WEEK 13: PGS. 529-576 11/23/09	Chapter 10 Section IV Section V Section VI Section VII Section VIII	Duty of Care (continued) Business Judgment Rule Informed Decisionmaking Corporate Objective and Social Responsibility Corporate Governance Reforms Legislative Responses to Liability
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WEEK 14: 11/30/09	REVIEW	
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WEEK 15: To be announced	MIDTERM	