

SYLLABUS

COURSE NAME: BUSINESS ORGANIZATIONS

PROFESSOR: Robert S. Rutherford – 707/545-4910

CLASS TIME: Mondays: 6:00 p.m. – 9:00 p.m.
Spring Semester 2012

UNITS: 3 Units/Semester

TEXTS: CORPORATIONS AND OTHER BUSINESS ORGANIZATIONS: CASES, MATERIALS, PROBLEMS, 7th Edition
Soderquist, Smiddy & Cunningham
LexisNexis; ISBN # 97871422476604

BUSINESS ASSOCIATIONS: AGENCY, PARTNERSHIPS, LLCs, AND CORPORATIONS 2010 STATUTES AND RULES. Klein, Ramseyer, and Bainbridge (2010) Foundation Press

GOALS: This course will survey 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 – 40%

Final exam - 50%

Quality of Class Participation and Assigned Projects 10%

The final exam will be cumulative, covering all course material.

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: **Prof. Robert S. Rutherford**
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BUSINESS ORGANIZATIONS
PROF. RUTHERFURD
SPRING SEMESTER 2012

ASSIGNMENTS

Unless otherwise shown, all references are to Soderquist, Smiddy & Cunningham, *Corporations and Other Business Organizations: Cases, Materials, Problems, Seventh Edition*. References to “Statutes and Rules” refer to *Business Associations: Agency, Partnerships, LLCs, and Corporations, 2010 Statutes and Rules*. Klein, Ramseyer, and Bainbridge (2010)

WEEK 1:
1/2/12

No Class – New Year Holiday – Class Will be Rescheduled

WEEK 2: PGS. 567-606
1/9/12

Chapter 11 Duty of Loyalty
Section I Introduction
Section II Common Law Test
Section III Safe Harbor Statutes
Section IV Compensation Agreements

WEEK 3: PGS. 607-659
1/16/12

Chapter 11 Duty of Loyalty (continued)
Section IV Compensation Agreements (cont'd)
Section V Corporate Opportunity Doctrine

WEEK 4: PGS. 659-699
1/23/12

Chapter 12 Duty of Controlling Shareholders
Section I Operation of Corporations
Section II Sale of Control
Section III Mergers

WEEK 5: PGS. 699-739
1/30/12

Chapter 13 Changes in Control: Corporate Combinations and Tender Offer Defenses (continued)
Section I Introduction (cont'd)
Section II Negotiated Changes in Control
Section III Defending Against Tender Offers

WEEK 6: PGS. 739-785
2/6/12

Chapter 13 Changes in Control: Corporate Combinations and Tender Offer Defenses (continued)
Section III Defending Against Tender Offers (cont'd)

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WEEK 7: 2/13/12	PGS. 785-835	Chapter 13	Changes in Control: Corporate Combinations and Tender Offer Defenses (continued)
		Section III	Defending Against Tender Offers (cont'd)
		Chapter 14	Shareholder Derivative Litigation and Other Resolution Processes
		Section I	Introduction
		Section II	Distinguishing Derivative Suits
		Section III	The Demand Requirement
		Section IV	Directors' Authority to Terminate a Suit and Special Litigation Committees

WEEK 8:
2/20/12

No Class – President's Day – Class Will be Rescheduled

PGS. 835-880	Chapter 15	Indemnification and Insurance
	Section I	Introduction
	Section II	Indemnification
	Chapter 16	Impact of Securities Laws on Corporations
	Chapter 17	Proxy Regulation
	Section I	General

WEEK 9: 2/27/12	PGS. 880-917	Chapter 17	Proxy Regulation
		Section I	General
		Section II	Shareholders' Proposals
		Section III	Proxy Contests
		Chapter 18	Tender Offers
		Section I	What is a Tender Offer?
		Section II	Williams Act Issues

WEEK 10: 3/5/12	PGS. 917-954	Chapter 18	Tender Offers (continued)
		Section II	Williams Act Issues (cont'd)
		Section III	State Regulation
		Section IV	Perspectives
		Chapter 19	Insider Trading and Other Securities Fraud
		Section I	State Insider Trading Law
		Section II	Insider Trading and Other Securities Fraud Under Federal Law

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WEEK 11: PGS. 954-977
3/12/12 **Chapter 19 Insider Trading and Other Securities Fraud**
Section II Insider Trading and Other Securities Fraud
Under Federal Law

WEEK 12: PGS. 977-1013
3/19/12 **Chapter 19 Insider Trading and Other Securities Fraud**
(continued)
Section II Insider Trading and Other Securities Fraud
Under Federal Law (cont'd)

Chapter 20 Short-Swing Trading: Section 16 of the
Securities Exchange Act of 1934
Section I Profit Realized
Section II Who is Director?
Section III What is a Sale?
Section IV Timing Issues
Section V Standing to Sue

WEEK 13: NO READING
3/26/12 **Registration under State and Federal Securities Laws**

WEEK 14:
4/2/12 **REVIEW**

WEEK 15: Final Exam - TBD