



BUSINESS ASSOCIATIONS

Fall 2016 – § 234 A

Professor Tracie R. Porter

SYLLABUS

Course Guidelines, Policies & Reading Assignments

Professor's Contact Information:

Email: tporter@wsulaw.edu
Phone: (714) 459-1128
(via my assistant Sierra Douglas at sdouglas@wsulaw.edu)
Office: 2nd Floor Suites
Office Hours: As Posted, or By Scheduled Conference or Teleconference

Course Info: Mondays and Wednesdays
2:00 p.m. to 4:00 p.m. (or as otherwise scheduled)
(Classroom as Posted)

Course Objectives:

This course is an introduction to various concepts that relate to business organizations. This course covers principles regarding the creation, governance and control of business associations, including partnerships, corporations and limited liability companies. Students can expect to blend theory with practical experiences through applying the legal concepts to client scenarios. Most importantly, you will develop analytical skills that require you to think, write and problem-solve like a business lawyer.

Bar Preparation Notification:

This is not a bar preparation course but will cover many topics that may be covered on the bar exam. Use of bar prep or equivalent bar materials are not a part of the required reading for this course and should not be used in lieu of the assigned textbook and/or statutory readings as the Professor assigns.

Teaching Methodology:

Lectures will be presented at a minimum to introduce new substantive topics and concepts. The primary teaching methodology will be with cases, problem-solving and collaborative group interaction. **BRIEFING CASES** and **ANSWERING THE PROBLEMS** in the textbook (give your best attempt) before class is imperative to the learning process. Students are required to prepare written answers to any assigned problem (as the Professor directs) in order to be able to discuss the answers in class or in groups.

Practice Problems and The Honor Code:

Any practice problems distributed during class for discussion in which Professor Porter announces will be collected before the end of class shall be returned to Professor Porter and must **NOT** be copied or photographed (by hand or electronically) without the express written approval of Professor Porter, as confirmed in an email from Professor Porter to the student prior to the student keeping the practice problem. Practice problems that students may **NOT remove** from the class will be labeled as **“FOR STUDENT PRACTICE – IN CLASS ONLY.”** Removal of the hard copy, photographing, handwriting, or electronic copying of the practice problem shall constitute a violation of the Honor Code. If you have any doubt about this policy, you should speak with Professor Porter.

Textbook & Required Materials

Required: *Business Associations*

Klein, Ramseyer and Bainbridge (8th ed. 2012, Foundation Press)

Business Associations: Agency, Partnerships and Corporations - Statutes and Rules

Klein, Ramseyer and Bainbridge, (Current or Prior Editions, Foundation Press).

Recommended: *Corporate Law: Concepts and Insights Series*

Stephen M. Bainbridge (3d ed. Foundation Press)

Agency, Partnerships & LLCs: Concepts and Insights Series

Stephen M. Bainbridge (2d ed. Aspen Publishing)

Questions & Answers: Business Associations

(LexisNexis, Any Edition)

NOTE: If the textbook or Syllabus includes reference to the Restatements, Statutes, and/or Model Codes, you should access them through Westlaw or Lexis before class.

TWEN for Supplemental Materials:

Supplemental materials and additional information related to the course **WILL BE POSTED** on TWEN via Westlaw. You must register for this course on TWEN to have access to supplemental materials for the course. **It is your responsibility to check TWEN regularly for materials posted.**

TWEN Page - Reading & Writing Assignments Postings:

Please check the TWEN page for this course for changes to the Readings & Writing Assignments for the class. I will endeavor to cover all the assigned readings but I may slow down or speed up during the course of the semester depending upon the students' level of understanding of the materials. All revisions to the Reading Assignments, Writing Assignments, or other materials for the course will be posted to TWEN and not necessarily distributed as hard copies during class.

Grading Criterion:

Final Exam: 65% of your grade

(4) Writing Assignments: 35% of your grade

Final Exam:

The Final Exam is an In-Class exam. You will only be tested on topics covered in class during the course, including from the textbook, TWEN posted materials and lectures. The Final Exam may consist of multiple-choice with explanation questions, short answer essays, or one or more comprehensive essays on a combination of all topics covered in class. To best prepare for the exams, you should participate in class discussions and make prudent effort to complete the

writing assignments. Use of office hours or attendance at the review sessions (as scheduled) to ask questions will also significantly aid in your preparation for exams. **Email questions concerning exam related issues that students submitted less than 48 hours prior to the exam shall be answered at Professor's discretion.**

Class Participation and Preparedness:

You are expected to be prepared for class and to participate in the discussions including, completing the required reading and suggested problems from the textbook. Signing the attendance sheet certifies that you have read the assigned material thoroughly enough to discuss it in class or use the knowledge in a quiz or other written exercise. Preparation of a written brief for each of the assigned cases and written answers to the textbook problems will be considered prima facie evidence that you are prepared. If you are unprepared, place a signed and dated note on the lectern BEFORE class and do NOT record your attendance. Students found unprepared shall be given one absence.

Pursuant to ABA Standard 310, you are required to devote at minimum two (2) hours of out-of-class time preparing for each hour of classroom instruction. The assigned readings each week have been calibrated for you to achieve this minimum requirement.

Extra Credit may be given for Class Participation, at the Professor's sole discretion.

Students are responsible for assuring their participation in class by briefing cases, answering questions posed in the discussion and otherwise regularly participating in the discussion with relevant and meaningful comments. NO grade with otherwise be allocated for class participation. If you have any questions about your participation, you MUST make an inquiry **before** the last three weeks of class.

Group Collaborative Exercises:

Each writing assignment will be graded on both group collaborative effort and individual writing assignments. Groups must spend at least (1) hour minimum working on each assignment as a group. Each individual student must also spend at least (2) hour minimum on completing the assignments on your own time. You should see TWEN postings for each assignment for further instructions and grading guidelines.

Attendance:

Attendance will be taken daily in class by circulating an attendance sheet for you to sign. It is critical that you ensure that you sign the attendance sheet every day you are present and on time for class. If you are tardy, do NOT sign the attendance sheet. **You must NOT sign the attendance sheet for anyone else.** You are responsible for keeping track of your own absences.

In the rare instance that you have a question about your records, you may consult with the Professor who maintains the attendance records based upon the signatures on the attendance sheets.

If you collect more than **2 absences**, as indicated by the attendance sheets, you will be withdrawn from the course, in accordance with the policies of the Western State University College of Law set forth in the Student Handbook.

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Final Exam Review & Study Sessions

A review session may be held several days before the Final Exam. **The Professor will lecture at a minimum during this session.** Students may ask any questions that relate to any topic covered prior to the session or may work through the answers to problems in the textbook or from distributed practice problems. NO IMPROMPTU HYPOS will be allowed during these sessions.

Group Study Sessions:

Attendance at group study sessions are **NOT mandatory** and missing a session does **NOT count** toward attendance – **THE SESSIONS ARE VOLUNTARY ONLY** but students are encouraged to attend. The group study session will NOT be recorded. A sign-up sheet will be posted prior to the study session and a minimum number of students must sign up for the study session to take place. If students have questions about the study sessions, please see the Professor during scheduled office hours or email questions/concerns.

Class Recordings:

No videotaping or audiotaping of this class is allowed, except in extraordinary circumstances and **ONLY** with the express written permission of the Professor.

Classroom Decorum:

Please be seated and ready to begin class at the designated time. **Punctuality is expected so any student who arrives after class has begun may be on-call for the entire class for that day.** Out of courtesy to your classmates, please keep distractions to a minimum by not carrying on social conversations with your neighbors while class is in session, by turning off all cell phones and electronic devices other than your computer, and by avoiding leaving the room unless you have an unavoidable emergency or have notified me in advance.

Laptop Usage:

Laptops may be used in the classroom for note taking and class related internet access only. Any other usages must be expressly authorized by the Professor. Unauthorized use of the laptop will result in a loss of laptop privileges in the class for the remainder of the semester.

OFFICIAL SCHOOL POLICIES

DISABILITY SERVICES STATEMENT:

Western State College of Law provides accommodations to qualified students with disabilities. The Disabilities Services Office assists qualified students with disabilities in acquiring reasonable and appropriate accommodations and in supporting equal access to services, programs, and activities at Western State College of Law.

To seek reasonable accommodations, a student must contact Senior Assistant Dean Donna Espinoza, Student Services Director and Disabilities Services Coordinator, whose office is in the Students Services Suite 119. Dean Espinoza's phone number and email address are: (714) 459-1117; despinoza@wsulaw.edu. When seeking accommodations, a student should notify Dean Espinoza of her or his specific limitations and, if known, her or his specific requested accommodations. Students who seek accommodations will be asked to supply medical documentation of the need for accommodation. Classroom accommodations are not retroactive, but are effective only upon the student sharing approved accommodations with the instructor or professor. Therefore, students are encouraged to request accommodations as early as feasible with Dean Espinoza to allow for time to gather necessary documentation. If you have a concern or complaint in this regard, please notify Dean Espinoza; or please notify Associate Dean of Students Charles Sheppard at csheppard@wsulaw.edu or (714) 459-1152. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."

PROGRAMMATIC LEARNING OUTCOMES

Western State College of Law's curriculum is designed so that every student achieves a level of competency prior to graduation in each of the eight Programmatic Learning Outcomes listed below:

(1) Doctrinal Knowledge

Students will demonstrate knowledge of substantive and procedural law in the core curriculum subjects, including Contracts, Criminal Law, Criminal Procedure, Torts, Real Property, Business Association, Evidence, Civil Procedures, Constitutional Law, Estates, Community Property, Remedies, and Professional Responsibility.

(2) Practice Skills

Students will demonstrate the development of other law practice skills. Each student's chosen outcomes within this category will be varied based on the student's particular interests, coursework and work experiences. They may include, but are not limited to, the following topics: oral presentation and advocacy; interviewing; counseling; client service and business development; negotiations, mediation, arbitration, or other alternate dispute resolution methods; advanced legal research and writing (excluding purely academic papers and the first four units earned in introductory first-year legal research and writing class); applied legal writing such as drafting contracts, pleadings, other legal instruments; law practice management or the use of technology in law practice; cultural competency; collaboration or project management; financial analysis, such as accounting, budgeting project management, and valuation; cost benefit analysis in administrative agencies; use of technology, data analyses, or predictive coding; business strategy and behavior; pre-trial preparation, fact investigation, such as discovery, e-discovery, motion practice, assessing evidence, or utilizing experts; trial practice; professional civility and applied ethics; a law clinic that includes a classroom component; or a legal externship that includes a classroom component.

(3) Legal Analysis

Students will demonstrate the ability to identify the factual and legal issues implicated by a fact pattern and to appropriately use cases (including identifying the salient features of an appropriate precedent case, identifying legally significant similarities or differences between the

precedent case and a fact pattern and explaining why those are legally significant) and rules (including the ability to connect legally significant facts in a fact pattern to the rule) to predict how a court would decide the issue. Students will also demonstrate the ability to identify and evaluate the public policies of a precedent case or rule, and be able to evaluate how public policy can impact the application of a rule to the legal issue.

(4) Legal Research

Students will demonstrate the ability to locate relevant legal authority using a variety of book and electronic resources, and to properly cite to such legal authority.

(5) Communication

Students will demonstrate the ability to communicate both orally and in writing in a manner appropriate to a particular task to effectively convey the author or speaker's ideas. This includes audience sensitivity in written and oral communication (the ability to adopt a tone, style and level of detail appropriate to the needs, knowledge and expertise of the audience); and written communication basic proficiency (the ability to use the conventions of grammar, spelling, punctuation, diction and usage appropriate to the task and sufficient to convey effectively the author's ideas).

(6) Advocacy of Legal Argument

Students will demonstrate the ability, in both oral and written formats, to evaluate the legal, economic and social strengths and weaknesses of a case and use case and statutory authority as well as public policy to persuade others. Making policy-based arguments includes the ability to identify and evaluate the public policies of a precedent case or rule and their implications, and be able to assert such appropriate arguments to support a particular application or distinction of a precedent case to a legal controversy or a particular resolution of the application of a rule to the legal controversy.

(7) Client Sensitivity and Cultural Competency

Students will demonstrate an awareness of clients' needs and goals, including a sensitivity to clients' background and circumstances (including, but not limited to, socio-economic, gender, race, ethnicity, educational, disability and/or religious background(s)), the ability to make decisions that reflect an appropriate focus on those needs and goals, and awareness that cultural issues may affect the relevance of facts and application of the law.

(8) Legal Ethics

Students will demonstrate the ability to identify ethical issues in law practice contexts and make appropriate decisions to resolve such issues.

ARGOSY UNIVERSITY INSTITUTIONAL LEARNING OUTCOMES:

1. Analytical Reasoning

Analyze issues objectively, interpret and synthesize data and ideas, and develop feasible, flexible, and creative solutions to real world problems

2. Effective Communication

Identify audiences, assess information provided, interpret needs, and present relevant

information using appropriate written, oral, and listening skills and media to meet the needs of the situation

3. Information Competency

Gather, evaluate, and ethically use information from a variety of relevant technological and library resources to make decisions and take action

4. Interpersonal Effectiveness

Develop individual and group interpersonal skills to improve and foster participation and interaction critical for achieving individual and group goals

5. Personal and Professional Integrity and Ethical Behavior

Demonstrate a multi-dimensional awareness of individual and social responsibility to act ethically and with integrity in a diverse, global society.

6. Professional Competence

Apply skills appropriate to program objectives and employ critical reasoning to contribute to one's field and profession.

ABA Standard 310. DETERMINATION OF CREDIT HOURS FOR COURSEWORK

(a) A law school shall adopt, publish, and adhere to written policies and procedures for determining the credit hours that it awards for coursework.

(b) A "credit hour" is an amount of work that reasonably approximates:

(1) not less than one (1) hour of classroom or direct faculty instruction and two (2) hours of out-of-class student work per week for fifteen (15) weeks, or the equivalent amount of work over a different amount of time; or

(2) at least an equivalent amount of work as required in subparagraph (1) of this definition for other academic activities as established by the institution, including simulation, field placement, clinical, co-curricular, and other academic work leading to the award of credit hours.

Interpretation 310-1

For purposes of this Standard, fifty (50) minutes suffices for one (1) hour of classroom or direct faculty instruction. An "hour" for out-of-class student work is sixty (60) minutes. The fifteen-week period may include one week for a final examination.

Interpretation 310-2

A school may award credit hours for coursework that extends over any period of time, if the coursework entails no less than the minimum total amounts of classroom or direct faculty instruction and of out-of-class student work specified in Standard 310(b).

(Note: This standard requires for every one hour in the classroom, you must spend at least two (2) hours of out of classroom preparation. For a three (3) unit course, you should expect to spend six (6) hours a week at a minimum preparing for class. This preparation includes reading and briefing cases,

preparing written answers to the problems, working within your groups on assignments and any additional assigned work. Please note that you do not need to spend all six (6) hours at once. You can spend two hours one day, two hours with your groups, and another two (2) hours reading and briefing cases. This standard is the ABA minimum, it is NOT the Professor Porter's minimum. Given my experience teaching this class, please expect to take about ten (10) hours a week.)

READING ASSIGNMENTS:

(* Subject to Change at the Professor's Discretion)

Mon	Wed	Topic(s)	Casebook Readings
8/22		Agency Review Quiz General Partnerships: Formation, Ownership & Management (Fiduciary Duties)	Review/Skim: 72-75, 79-83 & 97-136
	8/24	General Partnerships: Cont. & Dissolution Introduction to Limited Liability Partnerships	137-168
8/29		Introduction to Corporations & Corporate Liability Theories	176-200
	8/31	Corporate Shareholder Litigation	201-250
9/5		NO CLASS – LABOR DAY	
	9/7	Cont.	
9/12		Shareholder Derivative Action Writing Assignment No. 1 (SEE TWEN POSTING) Collaborative Group Exercise (ON YOUR OWN) (1-hour minimum time as a group)	
	9/14	Corporate Shareholder Litigation (Cont.)	
9/19		Corporate Purpose	251-267
	9/21	Limited Liability Companies: Formation, Governance, Liability Protection	268-307
9/26		Cont.	
	9/28	Introduction to Corporate Governance: Fiduciary Duties: Duty of Care, Business Judgment, Indemnification	308-333 503-510
10/3		Fiduciary Duties: Duty of Loyalty	334-359 365-372
	10/5	Cont.	
10/10		Fiduciary Duties: Good Faith and Fair Dealing Fiduciary Duties Writing Assignment No. 2 (SEE TWEN POSTING) Group Collaboration Exercise (IN-CLASS)	373-390

Mon	Wed	Topic(s)	Casebook Readings
	10/12	Federal Regulation: Introduction of 1933 and 1934 Securities Acts - Disclosure Regime	399-432
10/17		Federal Regulation of Securities Writing Assignment No. 3 (SEE TWEN POSTING) Group Collaborative Exercise (ON YOUR OWN) (1-hour minimum time as a group)	
	10/19	CLASS RESCHEDULED to 11/30	
10/24		Federal Regulation of Securities (Cont.)	433-461 466-490
	10/26	Federal Regulation: Insider Trading	
10/31		Federal Regulation: Short-Swing Trading	494-502
	11/2	Cont.	
11/7		Shareholder Controls	516-530 542-562 576-581
	11/9	Closely Held Corporations Introduction & Control	613-645
11/14		Cont.	
	11/16	Corporate Dissolutions	646-674
11/21		Cont.	
	11/23	Closely Held Corporation Writing Assignment No. 4 (SEE TWEN POSTING) Group Collaborative Exercise (ON YOUR OWN) (1-hour minimum time as a group)	646-694
11/28		Entity Selection Class Exercise (In-Class) & General Recap	
	11/30	Review & Makeup Session	