TEXTS

Required:  
*Business Associations*  
Eighth Edition,  
William A. Klein, J. Mark Ramseyer, and Stephen M. Bainbridge  
Foundation Press

*Business Associations: Agency, Partnerships and Corporations - Statutes and Rules*  
2016 Edition  
William A. Klein, J. Mark Ramseyer, and Stephen M. Bainbridge  
Foundation Press

Recommended:  
*Corporate Law: Concepts and Insights Series*  
Third Edition  
Stephen M. Bainbridge  
Foundation Press

*Agency, Partnerships & LLCs: Concepts and Insights Series*  
Second Edition  
Stephen M. Bainbridge  
Aspen Publishing

*The Economic Structure of Corporate Law*  
Frank H. Easterbrook and Daniel R. Fischel  
Harvard University Press

OBJECTIVES AND SCOPE OF THE COURSE

This course is a survey of the law of various unincorporated business associations and corporations. Its purpose is to acquaint students with the fundamental legal elements of these business relationships and entities. Finally, this course will examine some of the types of commercial practices and economic policies that have shaped this area of business law.
EXAMINATIONS AND GRADING

Each student will receive a numeric grade based upon a one-hour midterm examination given after the seventh week of the semester and a three-hour final given during final examination week. The midterm will count as twenty-five (25) percent of the grade and the final will count as seventy-five (75) percent. The midterm will consist of one essay question to be completed in one hour. The final examination will consist of three essay questions to be completed in three hours. The examinations will require analysis of the law and policy issues covered in the reading materials and class discussions. For both examinations you will be permitted to refer to your statute book and any outline or notes you have written on the available pages in the statute book (additional pages may not be appended in any manner).

PREPARATION REQUIREMENTS FOR CLASS

Please bring the required texts to all classes. The reading assignments refer to the Klein, Ramseyer and Bainbridge casebook (“KRB” in the assigned reading list). I have also assigned recommended readings from Agency, Partnership & LLCs: Concepts and Insights Series (“APL” in the assigned reading list, Corporate Law: Concepts and Insights Series (“CL” in the assigned reading list; and The Economic Structure of Corporate Law (“ESCL” in the assigned reading list). Most assigned restatement sections and statutes may be found in your statute book. Those that are not in the statute book, as well as the official comments to the assigned provisions, may be found in the law library or on Lexis. You must read the applicable official comments.

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.
ATTENDANCE AND PARTICIPATION

In this course, the cases will be analyzed and illuminated through students' responses to questions during class. Emphasis will be on the factual context and the reasoning underlying the holdings in the cases, not simply the "black letter" rules derived from the holdings. This can lead to spirited and stimulating discussion, but only if the students are thoroughly prepared. You will, therefore, be expected to have carefully read and briefed each case and reviewed the applicable model statutes in the weekly assigned reading.

Unless otherwise instructed, you are responsible for all materials assigned in the reading list and you are expected to prepare the readings assigned on the syllabus, regardless of where we are on the syllabus in the class discussions.

ATTENTION:
Your attendance and participation in all classes are required. It is solely the responsibility of the individual student to personally sign the attendance sheet for each class. Failure to prepare for a class will count as an absence. Students who are absent from more than SIX (6) classes will be academically withdrawn from the course. THESE ATTENDANCE AND PARTICIPATION POLICIES WILL BE STRICTLY ENFORCED.

OFFICE HOURS

My office hours on campus are from 3:00 p.m. to 6:00 p.m. on Mondays and Wednesday or by appointment. You may make an appointment by contacting faculty secretary Eboni Hardin by e-mail at ehardin@wsulaw.edu. The purpose of an appointment should be to discuss questions you may have about the substantive law of the course.

COURSE WEBSITE- MANDATORY ENROLLMENT

I have prepared a course website on Lexis/Nexis Webcourses. You are required to enroll on the website as soon as possible after the beginning of the semester. I will be regularly updating the website with articles, study materials, practice exams, links to sites of interest, etc. throughout the semester. You are responsible for checking the website regularly and you will be responsible for all materials posted on it.

CLASSROOM POWERPOINT SLIDES

I will post any PowerPoint presentations I use during a class on the course website after the class. The PowerPoint presentations are solely for the purpose of guiding classroom discussion and are not intended to substitute for a student outlining, reading, briefing or otherwise preparing for class.
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
COURSE CONTENT AND ASSIGNED READING:

Note: Class meets on BOTH Mondays and Wednesdays through September 1, after which the class only meets on Mondays until the end of the semester.

<table>
<thead>
<tr>
<th>Mondays</th>
<th>Wednesdays</th>
<th>Topic(s)</th>
<th>Casebook Readings</th>
<th>Recommended Readings</th>
<th>Uniform/Model Laws/Statutes</th>
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| 8/22    |            | Partnerships
Fiduciary Duties in Partnership Law
Partnership Property and Capital | KRB 79-96
KRB 97-122
KRB 123-126 | APL Chapter 3, 113-148 | UPA (1914) Parts II & III
RUPA (1997) §§ 103, 201, 202: Article 3
UPA (1914) Parts IV & V
RUPA (1997) §§ 203, 204; Articles 4 & 5 |
| 8/24    |            | Partnership Governance
Partnership Dissolution | KRB 127-136
KRB 137-165 | APL Chapter 3, 148-191 | UPA (1914) Part VI
RUPA (1997) Articles 6, 7, & 8 |
| 8/29    |            | Concept of Limited Liability
The Limited Partnership and the LLC | KRB 166-168
KRB 268-307 | ESCL Chapter 2
APL, Chapter 3, 187-198, and Chapter 4 | ULPA (1916)
RULPA (1976)
ULLCA (1996) |
| 8/31    |            | Sources of Corporate Law
The Nature of the Corporation: Role & Purpose
The Nature of the Corporation: Formation | KRB 251-267
KRB 169-175 | ESCL Chapter 1
CL Chapter 1 and Chapter 2 | MBCA Chapters 1-5; and 10 |
| 9/5     |            | LABOR DAY – NO CLASSES | |
| 9/7     |            | The Nature of the Corporation: Capital Structure and Distributions
The Nature of the Corporation: Governance Structure
The Nature of the Corporation: Disregarding the Corporate Form | KRB 176-200 | CL Chapters 3 and 13
CL Chapter 5
CL Chapter 4 | MBCA Chapter 6
MBCA Chapters 8 |
| 9/12    |            | Duty of Care and Business Judgment Rule
Indemnification | KRB 308-333
KRB 503-515 | ESCL Chapter 4
CL Chapter 6
CL Chapter 4 | MBCA §§ 8.30 – 8.33: 8.42
MBCA §§ 8.50-8.59 |
<p>| 9/14    |            | Duty of Loyalty | KRB 334-372 | CL Chapter 7 | MBCA §§ 8.60 – 8.70 |
| 9/19    |            | Good Faith and Fair Dealing | KRB 373-398 | “” | “” |</p>
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<td>9/26</td>
<td></td>
<td>Derivative Litigation</td>
<td>KRB 201-250</td>
<td>CL Chapter 8</td>
<td>MBCA §§ 7.40-7.46</td>
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<td>Derivative Litigation (cont’d)</td>
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<td>10/10</td>
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<td>MIDTERM</td>
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<td>Regulation of Corporation Securities</td>
<td>KRB 399-433</td>
<td>CL 47-52</td>
<td>SEA § 12</td>
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<td>Securities Fraud</td>
<td>KRB 433-461</td>
<td>CL 314-320</td>
<td>SEA § 10</td>
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<td>10/24</td>
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<td>Insider Trading</td>
<td>KRB 462-493</td>
<td>ESCL Chapter 10</td>
<td>SE Rule 10b-5</td>
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<td>Short-Swing Trading</td>
<td>KRB 494-502</td>
<td>CL 364-372</td>
<td>SEA § 16(b)</td>
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<td>Shareholder Voting</td>
<td>KRB 576-581</td>
<td>CL 259-274</td>
<td>MBCA §§ 7.01-7.29</td>
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<td>11/7</td>
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<td>Regulation of Proxy Statements</td>
<td>KRB 516-576</td>
<td>ESCL Chapter 11</td>
<td>SEA § 14(a) and SE Rule 14a-8</td>
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<td>Closely-Held Corporations: Control Devices</td>
<td>KRB 582-612</td>
<td>ESCL Chapter 9</td>
<td>MBCA §§ 7.30-7.32</td>
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<td>Closely-Held Corporations: Oppression and Fiduciary Duties</td>
<td>KRB 613-645</td>
<td>CL 504-515</td>
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<td>11/21</td>
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<td>Closely-Held Corporations: Judicial Dissolution Transactions in Controlling Shares</td>
<td>KRB 646-674</td>
<td>CL 515-522</td>
<td>MBCA Chapter 13 and 14</td>
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<td>KRB 675-694</td>
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<td>11/28</td>
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<td>Catch-Up and Review</td>
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