

**WESTERN STATE COLLEGE OF LAW  
BUSINESS ASSOCIATIONS  
SECTION 234B, FALL 2018**

**Professor:** Stephen Hendricks

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**Office Hours:** Will be determined after first class meeting

**Office Location:** First Floor Faculty Suites

**COURSE POLICIES & SYLLABUS**

**OBJECTIVES AND SCOPE OF THE COURSE**

This course is a survey of the law of the creation, governance and control of business associations, including partnerships, limited partnerships, limited liability companies 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, to help you develop analytical skills that require you to think, write and problem-solve like a business lawyer.

**TEXTS**

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

*Business Associations: Agency, Partnerships and  
Corporations - Statutes and Rules*, 2017 Edition  
William A. Klein, J. Mark Ramseyer, and Stephen M. Bainbridge  
Foundation Press

**Recommended:**        *Agency, Partnerships & LLCs: Concepts and Insights Series*,  
Second Edition  
Stephen M. Bainbridge  
Foundation Press

**COURSE WEBSITE**

In order to facilitate class administration, I will setup a TWEN website for this course. The website will include supplemental materials and additional information related to the course, posted throughout the semester. You are required to register for the course as soon as possible after the beginning of the semester. You are responsible for checking the website regularly and you will be responsible for all materials posted on it.

## **TEACHING METHOD**

My primary teaching method is to use cases, problem-solving and collaborative group interaction to introduce new substantive topics and concepts.

## **PREPARATION REQUIREMENTS FOR CLASS**

Please bring the required texts to all classes. The reading assignments refer to the Klein, Ramseyer and Bainbridge casebook. I also recommend that you read each corresponding topic in *Agency, Partnership & LLCs: Concepts and Insights Series*. Most uniform and model laws, rules 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 WestLaw or Lexis. **You must read the applicable official comments.**

**Pursuant to ABA Standard 310, you are expected 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. You will, therefore, be expected to have carefully read and briefed each case and reviewed the applicable model statutes in the weekly assigned reading. Additionally, students are required to prepare written answers to any assigned problem (as directed by the professor) in order to be able to discuss the answers in class or in groups. **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.**

**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 TWO (2) classes will be academically withdrawn from the course. THESE ATTENDANCE AND PARTICIPATION POLICIES WILL BE STRICTLY ENFORCED.**

## **EVALUATION AND EXAMS**

Each student will receive a numeric grade based substantially on two exams. First, a 90-minute midterm given during Week 8; second, a four-hour final given during final examination week. The midterm exam will count as 15% of the grade and the final exam will count as 85%.

A more detailed description (and some sample questions) will be provided later in the term. In addition, I will factor class participation that is of high quality (not necessarily quantity) into students' final assessments.

**Midterm Examination:**

The midterm examination will consist of one essay question, or a combination of multiple short answer essay questions, to be completed in-class in 90 minutes. The examination will require analysis of the law and policy issues covered in the reading materials and class discussions through Week 6.

**Final Examination:**

The final examination will consist of three essay questions, or a combination of multiple short answer essay questions, to be completed in four hours. The examination will require analysis of the law and policy issues covered in the reading materials and class discussions throughout the semester.

**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](mailto: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 Dean Allen Easley at [aesley@wsulaw.edu](mailto:aesley@wsulaw.edu) or (714) 459-1168. 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:**

Week	Monday	Wednesday	Topic(s)	Casebook Readings
1	8/20		Introductions; Agency and Partnership Law <u>Review</u> ; Sources of Law; The Corporate Entity and Its Formation and Structure	N/A 1-156 ( <u>skim</u> ) N/A 169-178
		8/22	The Concept of Limited Liability; The Limited Partnership	179-196; 157-167, 197-198
2	8/27		<i>The Limited Liability Company (LLC)</i> : Formation, Operating Agreement; Piercing the LLC Veil, Fiduciary Obligations, Additional Capital, Dissolution	259-276;  277-297
		8/29	The Role and Purposes of Corporations; <i>The Duties of Officers, Directors, and Other Insiders</i> : Business Judgment Rule and the Duty of Care in Operation Decisions; The Business Judgment Rule and the Requirement of an Informed Decision	242-252; 252-257, 299-302;  302-316
3	9/3		<b><u>NO CLASS</u></b>	
		9/5	<i>Duty of Loyalty</i> : Interested Director Transactions; Corporate Opportunities; Oversight	322-332, 351-358; 332-342; 358-359, 374-381
4	9/10		<i>Duties of Officers, Directors, and Other Insiders</i> : Disclosure and Fairness; <i>Indemnification and Insurance</i> : D&O Insurance, Statutes, and Director and Officer Liability	395-427;  489-501
		9/12	Shareholder Derivative Actions	203-242, 381-395
5	9/17	N/A	<i>Problems of Control</i> : Shareholder Voting; Shareholder Proposals	503-513, 558-563; 527-537
6	9/24	N/A	<i>Problems of Control</i> : Shareholder Inspection Rights; Dominant Shareholder Transactions	546-552; 342-351
7	10/1	N/A	Rule 10b-5 Insider Trading	N/A 451-488

Week	Monday	Wednesday	Topic(s)	Casebook Readings
8	10/8	N/A	<b>MIDTERM EXAM</b> (during first 90 minutes) Transfers of Control (during second 90 minutes)	N/A 649-666
9	10/15	N/A	Corporate Debt	809-828, 834-841
10	10/22	N/A	<i>Mergers, Acquisitions, and Takeovers (“M&amp;A”)</i> : The De Facto Merger Doctrine; <i>M&amp;A</i> : Freeze-out Mergers	667-677; 677-703
11	10/29	N/A	<i>M&amp;A</i> : De Facto Non-Merger; LLC Mergers	703-707; 707-712
12	11/5	N/A	Takeovers	712-743
13	11/12	N/A	Takeovers (cont.)	752-771,795-807
14	11/19	N/A	<i>Closely Held Corporations</i> : Control by Contract in Closely Held Corporations	563-591
15	11/26	N/A	<i>Closely Held Corporations</i> : Fiduciary Duties in Closely Held Corporations; Dissolution of Closely Held Corporations	591-611; 622-643