

BUSINESS ASSOCIATIONS § 234 B (Night)

Fall 2015 (4 hours)

Professor Matthew E. Syken, Esq.

COURSE GUIDELINES & GRADING CRITERION

Course Days:

Mondays and Wednesdays (Wednesdays from August 17 to September 9; Monday only from then on).

Course Time: 6:30 p.m. to 9:45 p.m.

Classroom: As Posted

Professor's Contact Information:

Email: msyken@hotmail.com

Phone: (646) 221-3332 (Emergency use only)

Office: TBD. Meetings by appointment only.

Course Objectives:

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

Bar Notification:

THIS COURSE IS NOT A BAR PREPARATION COURSE. USE OF BARBRI 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 ASSIGNED BY THE PROFESSOR.

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 case-briefs and answers to any assigned problem (as directed by the Professor) in order to be able to discuss the answers in class or in groups. Such assignments may be collected at random.

Required Text:

Klein, Ramseyer and Bainbridge, *Business Associations* (8th ed. 2012).

Recommended Text: Klein, Ramseyer and Bainbridge, *Business Associations, Agency, Partnership, LLCs and Corporations, 2013 Statutes & Rules* (Foundation Press).

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.

Guest Lecturers:

From time to time, speakers may participate in the class and share their experiences. Given the busy schedules of speakers, I will announce when a speaker will appear in class as soon as practical.

Grading Criterion:

Final Exam:	55% of your grade
Writing Assignments:	30% of your grade
Class Participation:	15% of your grade

Final Exam:

You will only be tested on topics covered in class during the course, and from the textbook. The Final Exam may consist of multiple-choice questions, short answer essays, or one or more comprehensive essays on a combination of all topics covered in class.

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.

In order to earn the full class participation grade, 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. You may volunteer for class participation as the Professor designates opportunities during class. Unpreparedness or the inability to brief a case will be counted against the student's class participation grade, at the sole discretion of the Professor. In order to earn the full participation grade, you must adequately participate as set forth in this paragraph. If you have any questions about your participation grade, you MUST make an inquiry **BEFORE** the last three weeks of class.

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 **3 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.

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 will 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. **Do not attempt to research or otherwise look up information discussed in class until AFTER class as this will only be a distraction and likely because the material has not been fully discussed.**

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.

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 Second Floor Students Services Suite. 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."

READING ASSIGNMENTS

(Please Note - The Syllabus is Subject to Change; Do NOT read more than 1-2 weeks ahead – if at all as certain materials may be cut or added 1-2 weeks beforehand)

Brief ALL cases and review the problems; specific problems will be assigned to answer in detail, but be prepared to discuss any problem.

****Assignments involving research outside of the assigned materials are listed and will be discussed in greater detail in class.***

<i>Class Sessions</i>		<i>Reading</i>	<i>Topics Covered</i>
<i>Mon.</i>	<i>Wed.</i>		
Aug. 17	Aug. 19	<u>Chapter 1</u> pp. 1-34, 69-75 <u>Chapter 2</u> pp. 79-83, 97-126	Introduction Agency Agency Partnerships
Aug. 24	Aug. 26	pp. 127-150, 157-168 <u>Chapter 3</u> pp. 176-200	Partnerships Corporations Liability Theories
Aug. 23	Aug. 26	pp. 201-250, 257-267 Cont.	Corporations Shareholder Derivative Actions (SDAs)
Aug. 31	Sept. 2	Cont. <u>Chapter 4</u> pp. 268-307	Corporations – (SDAs) Limited Liability Companies (LLCs)
Sept. 7		<u>LABOR DAY – NO CLASS</u>	
	Sept. 9	Cont. SDA Research Project*	LLCs
Sept. 14		<u>Chapter 5</u> pp. 462-515	Insider Information Short-Swing Profits Indemnification and Insurance
Sept. 21		Cont.	

Sept. 28		<u>Chapter 6</u> pp. 516-561	Problems of Control Proxies
Oct. 5		pp. 562-612	Shareholder Inspection Rights Shareholder Voting Control Control in Closely Held Corps
Oct. 12		pp. 613-693	Abuse of Control Duration and Statutory Dissolution Transfer of Control
Oct. 19		Cont.	
Oct. 26		<u>Chapter 7</u> pp. 695-738	Mergers, Acquisitions, and Takeovers
Nov. 2		pp. 739-805	Mergers, Acquisitions, and Takeovers
Nov. 9		Cont.	
Nov. 16		pp. 805-848	Mergers, Acquisitions, and Takeovers
Nov. 23		<u>Chapter 8</u> pp. 849-893	Corporate Debt