



WESTERN STATE COLLEGE OF LAW  
— AT WESTCLIFF UNIVERSITY —

**BUSINESS ASSOCIATIONS  
SECTIONS 234B  
SPRING 2024  
PROFESSOR JAMES A. HAYES, JR.  
Email: [jhayes@wsulaw.edu](mailto:jhayes@wsulaw.edu)**

**COURSE SYLLABUS & POLICIES**

**TEXTS**

**Required:**

*Business Associations*  
Eleventh Edition  
Stephen M. Bainbridge  
Foundation Press

*Spring 2024 Casebook Supplement* (on course website)

*Business Associations: Agency, Partnerships and Corporations -  
Statutes and Rules*  
2024 Edition  
Stephen M. Bainbridge  
Foundation Press

**Recommended:**

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

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

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

**BUSINESS ASSOCIATIONS SEC. 234B  
SPRING 2024  
PROFESSOR HAYES  
COURSE SYLLABUS & POLICIES**

**OBJECTIVES AND SCOPE OF THE COURSE**

Business Associations is a semester-long, four-unit course survey of the law of agency relationships and the creation, governance and control of modern 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.

**EXAMINATION AND GRADING**

Each student will receive a numeric grade based upon (1) eight (8) weekly graded written assignments, worth a total of 200 points and (2) a final examination consisting of three (3) essay questions worth a total of 300 points.

The assignments will be administered and completed through the course LexisNexis Webcourse site.

The final examination will consist of three (3) essay questions to be completed in four (4) hours. The examination will require analysis of the law and policy issues covered in the reading materials and class discussions.

The assignments and final examination will be “open book.”

**PREPARATION REQUIREMENTS FOR CLASS**

Please bring the required texts to all classes. The reading assignments refer to the Stephen M. Bainbridge casebook ("CB" in the assigned reading list) and the Spring 2024 Casebook Supplement (“2024 Supp.” in the assigned reading list). I have also assigned recommended readings from *Agency, Partnership & LLCs: Concepts and Insights Series* (“APL” in the reading list, *Corporate Law: Concepts and Insights Series* (“CL” in the reading list; and The *Economic Structure of Corporate Law* (“ESCL” in the reading list). Most assigned 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 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

**BUSINESS ASSOCIATIONS SEC. 234B  
SPRING 2024  
PROFESSOR HAYES  
COURSE SYLLABUS & POLICIES**

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 THREE (3) 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 by appointment only. You may make an appointment by e-mail by contacting me at [jhayes@wsulaw.edu](mailto:jhayes@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. **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.

**BUSINESS ASSOCIATIONS SEC. 234B**  
**SPRING 2024**  
**PROFESSOR HAYES**  
**COURSE SYLLABUS & POLICIES**

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 Library Building, Room 275-B. 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 Marisa Cianciarulo at [mcianciarulo@wsulaw.edu](mailto:mcianciarulo@wsulaw.edu) or (714) 459-1168. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."

**BUSINESS ASSOCIATIONS**  
**SPECIFIC LEARNING OUTCOMES**

Students will achieve the following specific competencies in the law of agency and business associations:

(1) Understand the traditionalist and contractarian doctrinal theories of agency and business law, and how those competing theories inform the judicial outcomes of business litigation.

(Links to Programmatic Learning Outcomes: Doctrinal Knowledge and Legal Analysis)

(2) Recognize the most common forms of business associations, including partnerships, limited liability companies, and corporations.

(Links to Programmatic Learning Outcomes: Practice Skills and Legal Analysis)

(3) Understand the rules governing formation, management and dissolution of the most common forms of business associations, as well as the implications of choosing one form of association over others.

(Links to Programmatic Learning Outcomes: Practice Skills, Legal Analysis, and Legal Ethics)

(4) Be able to identify relevant legal issues and to understand, interpret and apply statutes and case law in the area of agency and business associations.

(Links to Programmatic Learning Outcomes: Legal Analysis, Communication, and Advocacy of Legal Argument)

**BUSINESS ASSOCIATIONS SEC. 234B**  
**SPRING 2024**  
**PROFESSOR HAYES**  
**COURSE SYLLABUS & POLICIES**

(5) Be familiar with often-recurring issues in business practice, and where to begin researching such issues.

(Links to Programmatic Learning Outcomes: Practice Skills and Legal Research)

(6) Be able to engage critical thinking to predict outcomes and recommend appropriate action on issues relating to agency and business associations.

(Links to Programmatic Learning Outcomes: Legal Analysis, Communication, and Advocacy of Legal Argument)

**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

**BUSINESS ASSOCIATIONS SEC. 234B**  
**SPRING 2024**  
**PROFESSOR HAYES**  
**COURSE SYLLABUS & POLICIES**

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.

**BUSINESS ASSOCIATIONS SEC. 234B**  
**SPRING 2024**  
**PROFESSOR HAYES**  
**COURSE SYLLABUS & POLICIES**

**COURSE CONTENT AND ASSIGNED READING:**

<b>Week</b>	<b>Mondays</b>	<b>Wednesdays</b>	<b>Topic(s)</b>	<b>Casebook Readings</b>	<b>Recommended Readings</b>	<b>Uniform/ Model Laws/Statutes</b>
1		1/17	Introduction to Business Associations Sources of Business Entity Law  <b>Agency</b> Introduction to the Agency Relationship	CB: 1-13	APL, Chapter 2, pp. 19-38	Restatement (Second) Agency §§ 1, 3
	1/22		Consequences of Creating an Agency Relationship:  -Principal's Liability in Contract	CB 13-45	APL, Chapter 2, pp. 38-75	Restatement (Second) Agency §§ 7, 8-8B, 26-27, 82
2		1/24	Consequences of Creating an Agency Relationship:  -Principal's Liability in Tort	CB 45-82  2024 Supp. 1-8	APL, Chapter 2, pp. 75-106	Restatement (Second) Agency §§ 219-220, 228-229
	1/29		Consequences of Creating an Agency Relationship:  -Fiduciary Obligations of Agents  <b>Partnerships</b>  Partnership Defined	CB: 82-92  CB 93-111	APL, Chapter 2, pp. 106-120  APL, Chapter 3, pp. 121-140 APL, Chapter 3, pp. 161-177	Restatement (Second) Agency § 13, 379-388  Uniform Partnership Act (1914) §§ 2-3, 6-7, 18 Revised Uniform Partnership Act (1997) §§ 102-103, 201-202

**BUSINESS ASSOCIATIONS SEC. 234B**  
**SPRING 2024**  
**PROFESSOR HAYES**  
**COURSE SYLLABUS & POLICIES**

Week	Mondays	Wednesdays	Topic(s)	Casebook Readings	Recommended Readings	Uniform/ Model Laws/Statutes
3		1/31	Fiduciary Duties in Partnership Law	CB 111-138		Uniform Partnership Act (1914) §§ 21 Revised Uniform Partnership Act (1997) §§ 409
	2/5		Partnership Property and Capital  Partnership Governance	CB 138-140  CB 140-149	APL, Chapter 3, 150-159  APL, Chapter 3, 140-150	Uniform Partnership Act (1914) §§ 8, 18-28 Revised Uniform Partnership Act (1997) §§ 201-204, 401-408  Uniform Partnership Act (1914) §§ 8, 18-28 Revised Uniform Partnership Act (1997) §§ 104-107, 301-308
4		2/7	Partnership Dissolution: -Right to Dissolve -Consequences of Dissolution -Sharing of Losses - Buyout Agreements	CB 150-166	APL, Chapter 3, 177-200	Uniform Partnership Act (1914) §§ 29-41 Revised Uniform Partnership Act (1997) §§ 601-806
	2/12		Sources of Business Entity Law  Concept of Limited Liability  Piercing the Limited Liability Veil	CB 190-206	ESCL Chapters 1-2  CL Chapter 4	
<b>2/19 PRESIDENTS' DAY – NO CLASS</b>						
5	Tuesday 2/20 (Admin Day)		<b>Corporations</b>  The Nature of the Corporation: -Role & Purpose -Formation	CB 206-224  CB 179-190	CL Chapters 1, 2, 3, 5 and 13	MBCA Chapters 1-6; 8; and 10



**BUSINESS ASSOCIATIONS SEC. 234B**  
**SPRING 2024**  
**PROFESSOR HAYES**  
**COURSE SYLLABUS & POLICIES**

Week	Mondays	Wednesdays	Topic(s)	Casebook Readings	Recommended Readings	Uniform/ Model Laws/Statutes
6	2/26		The Nature of the Corporation: - Capital Structure and Distributions - Governance Structure			
<b>3/4 to 3/10 SEMESTER BREAK – NO CLASSES</b>						
7	3/11		Duty of Care and Business Judgment Rule  Indemnification	CB 225-251  CB 468-482 2024 Supp. 9-10	ESCL Chapter 4 CL Chapter 6	MBCA §§ 8.50-8.59  MBCA §§8.30 – 8.33: 8.42
8	3/18		Duty of Loyalty  Shareholder Voting	CB 251-294  CB 554-566	CL Chapter 7 175-198;205-214 CL Chapter 10	MBCA §§ 8.60 – 8.70 MBCA §§ 7.01-7.29
9	3/27		Obligation of Good Faith	CB 295-313	CL 198-205	
10	4/1		Derivative Litigation	CB 314-365  2024 Supp. 11-25	CL Chapter 8	MBCA §§ 7.40-7.46
11	4/8		Regulation of Corporation Securities and Securities Fraud  Insider Trading	CB 365-423  CB 423-458 2024 Supp. 26	CL 49-67 CL Chapter 11 ESCL Chapter 10	SEA § 12 SEA § 10 SE Rule 10b-5
12	4/15		Short-Swing Trading	CB 458-468	CL Chapter 11	SEA § 16
13	4/22		The Limited Partnership and the LLC	CB 166-178 CB 871-931	APL, Chapter 3, 191-198, and Chapter 4	RULPA (1976) ULLCA (1996)
14	4/29		Closely-Held Corporations: Control Devices Oppression and Fiduciary Duties Judicial Dissolution	CB 566-598 CB 598-639 CB 639-653	CL Chapter 14	MBCA Chapter 14