

**WESTERN STATE COLLEGE OF LAW
BUSINESS ASSOCIATIONS
FALL SEMESTER 2026**

Mondays (first four only) and Wednesdays 6:30PM-9:20PM
Room 122

Instructor: Vanessa J. Oh

E-mail: voh@wsulaw.edu

Office Hours: I will hold remote office hours as needed. If you would like to attend any office hours, please email me with several days and times when you are available during the week. I will then send you an invitation with a meeting link.

Course Description

Business Associations is a semester-long, four-unit course. This is a foundational course in the law of agency, partnerships, limited liability companies, and corporations. We will discuss the core attributes of various business forms, and you will learn key aspects of the laws that govern various types of business associations, including those that relate to the control of the business associations' decision-making, fiduciary duties, and related liability implications.

We will explore the legal and practical issues that business lawyers encounter in representing their clients. You will examine both the litigation and transactional aspects of business law, including the relevant procedural and substantive rules. You will learn to understand these rules as an integrated system that lawyers use to advance their clients' objectives. You will also examine the policies underlying these rules, evaluate how effectively the rules serve those policies, and consider whether and how the rules should be changed.

Course Materials

D. Gordon Smith, Cynthia A. Williams & Sung Eun (Summer) Kim, Business Organizations: Cases, Problems, and Context (Aspen Publishing, 5th edition, 2022) (the "Casebook")

Grading / Evaluation

Your final grade for this course is based on four components:

(1) Attendance, Participation, and Professionalism (10%)

- Class Discussion Panels (5%): You will be assigned to discussion panels for designated class meetings. On a day when your panel is assigned, you should be prepared to answer questions, discuss the assigned materials, and engage meaningfully in class discussion. Your participation on the assigned panels will constitute 5% of your final grade.
- Overall Professionalism and Engagement (5%): The remaining 5% of the final grade will be based on your overall professionalism and engagement throughout the semester. Relevant considerations include: preparation for class discussions; regular

attendance and punctuality; respectful oral and written communication; appropriate conduct during class; and meaningful participation in class discussions.

Pursuant to ABA Standard 310, you are expected to devote at least two hours to out-of-class preparation for every hour of classroom instruction. Accordingly, the assigned readings and other preparation for each class meeting are expected to require, on average, six or more hours. The course workload has been designed to satisfy this expectation over the semester.

(2) Case Brief and In-Class Presentation (10%)

At the end of the first class, each student will be assigned one case to brief and present individually. Each student will also be assigned, with a partner, one additional case to brief and present jointly.

- Written Case Brief (5%): For your individually assigned case, prepare a one-page brief summarizing the relevant facts, issue, rule, analysis, and disposition. For the jointly assigned case, you and your partner should prepare one shared brief of approximately one page. Each student must make a meaningful contribution to the joint brief.

Case briefs must be emailed to me by 11:59PM on the day before the class in which the applicable case will be discussed. Briefs will be evaluated based on timeliness, accuracy, completeness, clarity, and organization. The individual brief will constitute 3% of your final grade, and the joint brief will constitute 2%.

Students will ordinarily receive the same grade for the joint brief. Individual grades may be adjusted if the students' respective contributions are materially unequal.

- In-Class Presentation (5%): You will have approximately five to ten minutes to present your individually assigned case during the designated class meeting. For the jointly assigned case, you and your partner will divide responsibility for a presentation of approximately five to ten minutes in total. Each student must present a meaningful portion of the joint presentation.

Presentations will be evaluated based on preparation, accuracy, organization, clarity, and responsiveness to questions. The individual presentation will constitute 3% of your final grade, and the joint presentation will constitute 2%. Each student's contribution to the joint presentation will be evaluated individually.

You will also serve on the class discussion panel on the day of each presentation.

(3) Midterm Exam (20%): A closed-book exam covering Classes 1 through 6.

(4) Final Exam (60%): A cumulative, closed-book exam.

Schedule

All references to page numbers are to the Casebook.

Class	Topic	Reading Assignment
1 (Mon, 8/17)	Creation of an Agency Relationship	pp. 1-7
2 (Wed, 8/19)	Agent's Fiduciary Duties; Principles of Attribution	pp. 8-22
3 (Mon, 8/24)	Formation and Management of Partnerships; Partner Fiduciary Duties	pp. 23-57
4 (Wed, 8/26)	Financial Attributes; Partner Liability; Formation and Management of LLCs	pp. 61-72, 83-99
5 (Mon, 8/31)	Limited Liability; LLC Fiduciary Duties	pp. 100-136
6 (Wed, 9/2)	Introduction to Corporations; Capital Structure	pp. 137-162
	<i>No Class on Mon, 9/7 (Labor Day)</i>	
7 (Wed, 9/9)	<i>Midterm Review</i> Directors and Shareholders	pp. 162-178
8 (Mon, 9/14)	Midterm Exam	
9 (Wed, 9/16)	Dividends and Distributions; Piercing the Corporate Veil	pp. 178-190
10 (Wed, 9/23)	Closely-Held Firms 1	pp. 205-235
11 (Wed, 9/30)	Closely-Held Firms 2	pp. 235-258
12 (Wed, 10/7)	Practice Exam¹ (No Class)	
13 (Wed, 10/14)	Shareholder Voting; Shareholder Proposals	pp. 274-317
14 (Wed, 10/21)	Duty of Care 1	pp. 319-339
15 (Wed, 10/28)	Duty of Care 2; Public Benefit Corporations	pp. 339-366
16 (Wed, 11/4)	Duty of Loyalty 1	pp. 367-391
17 (Tues, 11/10)		
<i>In lieu of class on Wed, 11/11 (Veterans Day)</i>	Duty of Loyalty 2	pp. 391-423
18 (Wed, 11/18)	Fiduciary Duties Recap; Litigation to Enforce Fiduciary Duties	pp. 433-465
TBD	Final Exam	

¹An optional Practice Exam covering Classes 7 and 9-11 will be offered in lieu of class on Wednesday, October 7. The exam will be distributed by email at the scheduled class start time.

To receive individualized feedback, you must complete the exam under closed-book conditions, limit yourself to three hours, and submit your answers to me by email no later than 11:59PM that evening. I will return your exam with comments and an informal assessment to assist you in preparing for the Final Exam.

You may also choose to complete the exam on your own without submitting it or choose not to complete it. Participation is entirely optional, and the Practice Exam will not count toward your final grade.

Video and Audio Recordings

Students are expressly prohibited from recording any part of this course without prior express permission from me, including audio, video, or taking photos of any class materials. Students who violate this policy may be referred to the Associate Dean for Academic Affairs for further action. Meetings of this course may be recorded by me. Any recordings will be available to students registered for this class as they are intended to supplement the classroom experience. Students are expected to follow appropriate Western State College of Law policies and maintain the security of passwords used to access recorded lectures. Recordings may not be reproduced, shared with those not in the class, or uploaded online.

Use of Artificial Intelligence

Academic integrity is essential to the fair evaluation of your work and the work of your classmates. Under the Western State College of Law Honor Code, students may not misrepresent work or ideas submitted to or exchanged with the instructor as their own. This includes failing to disclose the use of generative artificial intelligence tools. Assignments in this course are designed to develop your critical thinking, research, analytical, and writing skills. Accordingly, you must clearly acknowledge any use of artificial intelligence tools in completing course work, including use for brainstorming and generating ideas. Please feel free to reach out to me with any questions before submitting work that has been informed by or produced with the assistance of an artificial intelligence tool.

Western State College of Law – 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 Associations, Evidence, Civil Procedure, 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, or 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 being 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.

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 Room 276. 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 Dean Halim Dhanidina at hdhanidina@wsulaw.edu or (714) 459-1168. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."