

# LAW 554 - BUSINESS ORGANIZATIONS

## Fall 2025 Syllabus

**Course Number:** LAW 554-001 (CRN: 66007)

**Credit Hours:** 3

**Meeting Time:** Tuesday/Thursday, 9:00-10:15 AM

**Location:** Lesar Hall 0108

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### INSTRUCTOR INFORMATION

**Professor:** Thomas Reichert

**Office:** Lesar Law Building, Room 238

**Email:** [tomreich@siu.edu](mailto:tomreich@siu.edu)

**Office Hours:**

- Monday: 12:30-4:30 PM (in-person)
- Wednesday: 10:30 AM-12:30 PM (in-person)
- By appointment

**D2L Course Site:** <https://mycourses.siu.edu/d2l/login/>

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### REQUIRED MATERIALS

**Primary Text:**

Hwang, Cathy & Saguato, Paolo. *Business Associations: A Modern Approach* (1st ed. 2023)

ISBN: 9781636597782

CasebookPlus ISBN: 9781685614096

*Note: This casebook includes all necessary statutory supplements, including the Model Business Corporation Act (MBCA), Delaware General Corporation Law (DGCL), Revised Uniform Partnership Act (RUPA), and Revised Uniform Limited Liability Company Act (RULLCA).*

**Additional Resources:**

- Course materials posted on D2L
  - In-class exercise handouts (distributed during class)
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### COURSE DESCRIPTION

This course provides a comprehensive analysis of the legal framework governing business entities in the United States. Students will examine agency law, partnership law, and the law of closely held and publicly held corporations. Key topics include: formation and governance of business entities, management and control structures, fiduciary duties of officers and directors, vicarious liability, shareholder rights and litigation, and mergers and acquisitions. The course emphasizes practical application through case analysis and problem-solving exercises designed to prepare students for both the bar examination and legal practice.

## STUDENT LEARNING OUTCOMES

Upon successful completion of this course, students will be able to:

1. **Analyze and apply** fundamental principles of agency law, including creation of agency relationships, authority doctrines, and vicarious liability
2. **Distinguish** between various business entity forms and advise on appropriate entity selection
3. **Evaluate** fiduciary duty issues and potential liability exposure for business managers
4. **Apply** statutory frameworks (RUPA, MBCA, DGCL, RULLCA) to business organization problems
5. **Identify and analyze** corporate governance structures and their legal implications
6. **Assess** liability shields and circumstances for piercing the corporate veil
7. **Develop** professional identity related to Business Association topics
8. **Prepare for bar examination** questions covering Business Associations topics

## BAR EXAMINATION PREPARATION

Business Associations is a heavily tested subject on the bar examination. According to the NCBE, Business Associations comprises approximately 5-10% of the Multistate Essay Examination (MEE) and appears regularly on the Multistate Bar Examination (MBE). Key tested areas align with our course coverage, including agency, partnerships, LLCs, and corporations. A detailed outline of bar-tested topics is available on D2L.

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## TEACHING METHODOLOGY: THE SOCRATIC METHOD

This course employs the Socratic method, a cornerstone of legal education. For each class session covering cases or major topics, students will be designated as **Lead Counsel** or **Co-Counsel** through random selection.

### Lead Counsel Responsibilities:

- Present comprehensive case analysis including facts, procedural history, holding, and reasoning
- Answer detailed questions about the case and related legal principles
- Apply holdings to hypothetical scenarios
- Connect cases to broader doctrinal themes

### Co-Counsel Responsibilities:

- Be equally prepared as Lead Counsel
- Step in immediately if Lead Counsel cannot adequately address questions
- Provide alternative analysis or additional insights when called upon

### Performance Standards:

- If Co-Counsel must step in, Lead Counsel automatically loses at least 50% of possible on-call points for that session
- Professor retains discretion to award zero points based on performance
- Co-Counsel who successfully steps in receives full credit as if serving as Lead Counsel
- **Absence Policy:** Students absent when called as either Lead or Co-Counsel forfeit ALL on-call participation points for the semester (10% of final grade)

### General Participation:

While not serving as Lead or Co-Counsel, students are expected to volunteer insights and engage in class discussion. The professor will consider overall class participation when determining final on-call grades.

## GRADING STRUCTURE

### Grade Components:

- On-Call Performance / Participation: 10%
- Midterm Examination: 15%
- Final Examination: 75%
- **Total: 100%**
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### SIUC School of Law Grading Scale:

- A+/A: 4.000
- A-: 3.667
- B+: 3.333
- B: 3.000
- B-: 2.667
- C+: 2.333
- C: 2.000
- C-: 1.667
- D+: 1.333
- D: 1.000
- F: 0.000

### Mandatory Grading Curve:

This course adheres to SIUC School of Law grading regulations for upper-level courses:

- **Course Mean:** Must fall between 2.8 and 3.2
- **A+ Awards:** Maximum of one A+ grade will be awarded to the highest performing student
- **Grade Distribution:** The following ranges apply for this course (21+ students):
- A+/A: 6-20% of students
- A-: 9-25% of students
- B+: 15-30% of students
- B: 17-35% of students
- B-: 9-25% of students
- C+: 9-25% of students
- C: 9-25% of students
- C-: 3-15% of students
- D+: 0-10% of students
- D: 0-5% of students
- F: 0-5% of students

All students are evaluated relative to their peers. Final grades are subject to the mandatory curve and cannot be negotiated.

## EXAMINATIONS

### Midterm Examination (15%)

- **Date:** Thursday, September 25, 2025
- **Format:** Essay questions only
- **Coverage:** Agency Law and Partnership Law (Classes 1-11)
- **Duration:** Full class period
- **Administration:** In-class via D2L

### Final Examination (75%)

- **Date:** During Finals Week (December 1-12, 2025, per law school schedule)
- **Format:** Mixed multiple-choice and essay questions
- **Coverage:** Comprehensive (all course material)
- **Duration:** 3 hours
- **Administration:** In-class via D2L

### Examination Policies:

- All examinations are **closed book**—no materials permitted
- Examinations must be taken at scheduled times
- **No makeup examinations** except as mandated by law school policy
- **No early or late examinations** will be administered
- LockDown Browser required for all examinations
- Statistical analysis will be conducted to ensure examination integrity

## ATTENDANCE POLICY

**Law School Requirement:** Students may miss no more than **four (4) class sessions** (twice the number of weekly meetings). Students exceeding this limit are **ineligible to take the final examination** and will receive a failing grade.

**Tracking:** Attendance is tracked through:

1. Sign-in sheet (mandatory signature required)
2. On-call participation records
3. In-class exercise submissions

Students must attend the **entire class period** to receive attendance credit. Early departure without prior approval results in an absence.

**Excused Absences:** Documentation required for:

- Illness (including COVID-19 or other contagious diseases)
- Family emergencies
- Religious observances
- Law school-sanctioned activities

*Note: If you are ill, particularly with a contagious disease, DO NOT attend class. Notify the professor immediately.*

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## TECHNOLOGY POLICY

**Laptop Use:**

- Laptops permitted for note-taking purposes only
- Misuse includes: web browsing, email, messaging, gaming, or any non-class activity
- **Professor reserves absolute discretion to ban laptop use for any or all students at any time**
- Violations may result in grade reduction or removal from class

**Other Devices:**

- Smartphones must be silenced and stored out of sight
- Smartwatches must be in airplane mode
- No audio recording or photography permitted (Illinois two-party consent law)
- Earbuds/headphones prohibited during class

**Recording Policy:**

**Law School Recording:** All law school classes are officially recorded by SIUC School of Law for student access through authorized platforms.

**Student Recording Prohibition:** Students are **STRICTLY PROHIBITED** from making their own recordings (audio, video, or photographic) of any class sessions. Illinois is a two-party consent state, and the professor does not consent to any personal recording.

Violations result in:

1. Immediate ejection from class
2. Referral to Student Honor Code proceedings
3. Potential course failure

Access to official law school recordings is governed by law school policy and available through D2L.

## **ACADEMIC INTEGRITY**

All students are bound by the SIUC School of Law Honor Code. Violations include but are not limited to:

- Plagiarism in any form
- Unauthorized collaboration
- Use of unauthorized materials during examinations
- Misrepresentation of attendance or participation
- Any form of academic dishonesty

### **Examination Security:**

- Answer patterns are statistically analyzed and compared across all students
- Suspicious patterns trigger mandatory oral examination
- Professor retains discretion to require alternative assessments

Confirmed violations result in:

- Minimum: Zero on affected assessment
- Maximum: Course failure and Honor Code proceedings

## **PROFESSIONAL CONDUCT**

As future members of the legal profession, students must maintain professional standards:

### **Classroom Behavior:**

- Arrive on time and prepared
- Respectful engagement with all participants
- No disruptive activities (side conversations, eating noisy foods)
- Professional attire encouraged but not required

### **Communication:**

- Use SIU email only (non-SIU emails will not receive responses)
- Professional tone in all communications
- Allow 24-48 hours for email responses (excluding weekends/holidays)
- Check D2L announcements before emailing questions

## **ACCOMMODATIONS**

Students with documented disabilities should register with Disability Support Services and provide documentation within the first two weeks of class. Religious accommodations and other legitimate needs should be communicated early in the semester for appropriate arrangements.

SIU Disability Support Services: [disabilityservices@siu.edu](mailto:disabilityservices@siu.edu) | (618) 453-5738

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## **COURSE MODIFICATIONS**

The professor reserves the right to modify any aspect of this syllabus. Changes will be announced in class and posted on D2L. Students are responsible for staying informed of all modifications.

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## **DISCLAIMER**

Professor Reichert is a practicing attorney and owner of Reichert Legal Services. Nothing communicated in this course constitutes legal advice, creates an attorney-client relationship, or represents the views of Reichert Legal Services or its attorneys. Students requiring legal assistance should contact:

### **Students' Legal Assistance Office**

<https://studentlegal.siu.edu/> | [sladesk@siu.edu](mailto:sladesk@siu.edu) | (618) 536-6677

### **Land of Lincoln Legal Aid**

509 South University Avenue, Third Floor  
Carbondale, IL 62901 | (618) 457-7800

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*Last Updated: August 11, 2025*

**SYLLABUS ATTACHMENT**  
**SIU SIMMONS LAW SCHOOL – Fall 2025**

**EMERGENCY PROCEDURES:** We ask that you become familiar with **Emergency Preparedness @ SIU**. Emergency response information is available on posters in buildings on campus, on the Emergency Preparedness @ SIU website, and through text and email alerts. To register for alerts, visit <http://emergency.siu.edu/>.

**DISABILITY POLICY.** SIU Carbondale is committed to providing an inclusive and accessible experience for all students with disabilities. The Office of Access and Accommodations, formerly Disability Support Services, coordinates the implementation of accommodations. If you think you may be eligible for accommodations but have not yet obtained approval, please contact OAA immediately at 618-453-5738 or [disabilityservices.siu.edu](http://disabilityservices.siu.edu). You may request accommodations at any time, but timely requests help to ensure accommodations are in place when needed. Accommodations and services are determined through an interactive process with students and may involve consideration of specific course design and learning objectives in consultation with faculty. Please send approved accommodations to your faculty through the DSS online portal.

**SALUKI CARES and COUNSELING & PSYCHOLOGICAL SERVICES (CAPS).** The purpose of Saluki Cares is to develop, facilitate and coordinate a university-wide program of care and support for students in any type of distress—physical, emotional, financial, or personal. By working closely with faculty, staff, students, and their families, SIU will continue to display a culture of care and demonstrate to our students and their families that they are an important part of the community. For Information on Saluki Cares: (618) 453-2461, or [siucares@siu.edu](mailto:siucares@siu.edu), <https://salukicare.siu.edu/>. Associate Dean Shelia Simon [ssimon@siu.edu](mailto:ssimon@siu.edu) or (618) 536-8321 is available at the Simmons Law School to help students access university resources. Additionally, counseling services are available through CAPS ([\*Counseling and Psychological Services \(CAPS\) | Student Health Services | SIU\*](#)). A counselor is at the law school every Wednesday from noon until 4:30pm in Room 268 for drop-in appointments.

**SAFETY AWARENESS FACTS AND EDUCATION** Title IX makes it clear that violence and harassment based on sex and gender is a Civil Rights offense subject to the same kinds of accountability and the same kinds of support applied to offenses against other protected categories such as race, national origin, etc. If you or someone you know has been harassed or assaulted, you can find the appropriate resources here: <http://safe.siu.edu>



# Syllabus Attachment

Fall 2025

## MISSION STATEMENT FOR SOUTHERN ILLINOIS UNIVERSITY CARBONDALE

*SIU embraces a unique tradition of access and opportunity, inclusive excellence, innovation in research and creativity, and outstanding teaching focused on nurturing student success. As a nationally ranked public research university and regional economic catalyst, we create and exchange knowledge to shape future leaders, improve our communities, and transform lives.*

### IMPORTANT DATES:

Semester Classes Begin: .....08/18/2025  
Last day to add full-term course (without Dean's signature): .....08/24/2025  
Last day to withdraw from the University with a full refund: .....08/29/2025  
Last day to drop a full-term course for a credit/refund: .....08/31/2025  
Last day to drop a full-term course (W grade, no refund):.....10/26/2025  
Final examinations: .....12/08/2025–12/12/2025

Note: Please verify the above dates with the Registrar calendar and find more detailed information on deadlines at <http://registrar.siu.edu/calendars>. For add/drop dates that apply to shorter-than-full-term courses, please look at the Schedule of Classes search results at <http://registrar.siu.edu/schedclass/index.php>

### FALL SEMESTER HOLIDAYS:

Labor Day 09/01/2025  
Fall Break 10/10/2025  
Veterans Day 11/11/2025  
Thanksgiving Break 11/22/2025 - 11/30/2025

**DIVERSITY:** Southern Illinois University Carbondale's goal is to provide a welcoming campus where all of our students, faculty and staff can study and work in a respectful, positive environment free from racism and intimidation. For more information visit: <http://diversity.siu.edu>. Additional [informational flyer](#).

**OFFICE FOR ACCESS AND ACCOMMODATIONS:** SIU Carbondale is committed to providing an inclusive and accessible experience for all students with disabilities. Office for Access and Accommodations coordinates the implementation of accommodations. If you think you may be eligible for accommodations but have not yet obtained approval please contact OAA immediately at (618) 453-5738 or <https://access.siu.edu>. You may request accommodations at any time, but timely requests help to ensure accommodations are in place when needed. Accommodations and services are determined through an interactive process with students and may involve consideration of specific course design and learning objectives in consultation with faculty.

**MILITARY COMMUNITY:** There are complexities of being a member of the military community and also a student, and military and veteran related developments can complicate academic life. If you are a member of the military community and in need of accommodations please visit Veterans Services at <http://veterans.siu.edu/>.

**STUDENT MULTICULTURAL RESOURCE CENTER:** The Student Multicultural Resource Center serves as a catalyst for inclusion, diversity and innovation. As the Center continues its work, we are here to ensure that you think, grow and succeed. We encourage you to stop by the Center, located in the Student Services Building Room 140, to see the resources available and discover ways you can get involved on the campus. Visit us at <https://smrc.siu.edu/>.

**SALUKI CARES:** The purpose of Saluki Cares is to develop, facilitate and coordinate a university-wide program of care and support for students in any type of distress—physical, emotional, financial, or personal. By working closely with faculty, staff, students and their families, SIUC will continue to display a culture of care and demonstrate to our students and their families that they are an important part of the community. For information on Saluki Cares: Call (618) 453-2461, email [siucares@siu.edu](mailto:siucares@siu.edu), or <http://salukicare.siu.edu/>.

**SAFETY AWARENESS FACTS AND EDUCATION:** Title IX makes it clear that violence and harassment based on sex and gender is a Civil Rights offense subject to the same kinds of accountability and the same kinds of support applied to offenses against other protected categories such as race, national origin, etc. If you or someone you know has been harassed or assaulted, you can find the appropriate resources here: <http://safe.siu.edu>.

**PREGNANCY:** Title IX makes it clear that students who are pregnant or have a related condition may contact the Title IX Coordinator to request accommodations or to report any allegations of discrimination. The Title IX Coordinator may be contacted at: Nick Wortman, Associate Vice Chancellor for Human Resources, Southern Illinois University Carbondale, 0135 Woody Hall, 900 S. Normal Avenue, Mail Code 6520, Carbondale, IL 62901, (618) 453-6667, [equity@siu.edu](mailto:equity@siu.edu).

**SIU COUNSELING AND PSYCHOLOGICAL SERVICES (CAPS):** Mental health counseling services are available by calling [CAPS](#) at (618) 453-5371. CAPS offers confidential same-day services and ongoing counseling. For after hours crisis care, students are encouraged to call 988, 911, or present to their nearest emergency room.

**WITHDRAWAL POLICY (Undergraduate Only):** Students who officially register for a session must officially withdraw from that registration in a timely manner to avoid being charged as well as receiving a failing grade for those classes. An official withdrawal must be initiated by the student, or on behalf of the student through the academic unit, and be processed by the Registrar's office. For the proper procedures to follow when dropping courses and when withdrawing from SIUC visit: <https://registrar.siu.edu/students/withdraw.php>.

**SIUC'S EARLY WARNING INTERVENTION PROGRAM (EWIP):** Students enrolled in courses participating in SIUC's Early Warning Intervention Program might be contacted by University staff during a semester. More information can be found at the University Core Curriculum's Overview webpage: <https://corecurriculum.siu.edu/for-faculty/>.

**EMERGENCY PROCEDURES:** We ask that you become familiar with Emergency Preparedness at SIU. Emergency response information is available on posters in buildings on campus, on the Emergency Preparedness at SIU website, and through text and email alerts. To register for alerts visit: <http://emergency.siu.edu/>.

### CATALOGS:

[catalog.siu.edu](http://catalog.siu.edu)  
[gradcatalog.siu.edu](http://gradcatalog.siu.edu) - Graduate policies often vary from Undergraduate policies. To view the applicable policies for graduate students, please refer to the graduate catalog.

### CENTER FOR LEARNING AND SUPPORT SERVICES:

Tutoring: <https://clss.siu.edu/>  
Math Labs: <http://math.siu.edu/courses/course-help.php>

**WRITING CENTER:** <http://write.siu.edu/>

**PLAGIARISM:** See the Student Conduct Code: <http://srr.siu.edu/student-conduct-code/>

**INCOMPLETE POLICY (Undergraduate Only):** <http://registrar.siu.edu/grades/incomplete.php>

**REPEAT POLICY:** <http://registrar.siu.edu/students/repeatclasses.php>

**MORRIS LIBRARY HOURS:** <https://libcal.lib.siu.edu/hours/>

**ADVISEMENT:** <http://advisement.siu.edu/>

**SIU ONLINE:** <https://online.siu.edu/>