

**Business Organizations**  
**Prof. Zvi Rosen, Spring 2022**  
**Email: zvi.rosen@siu.edu**  
**Office: Room 232**

### **Overview**

This course covers the basics of the law business organizations, both incorporated and unincorporated, as well as the rules that bind them together – and the laws concerning limited liability.

Class will meet on Mondays and Wednesdays from 3 pm to 4:15 pm.

### **Required Reading**

The book for this class is Business Associations: Cases and Materials on Agency, Partnerships, LLCs, and Corporations, 11<sup>th</sup> edition by Stephen Bainbridge.

### **Attendance Policy**

Attendance is mandatory. Obviously these are unique times, so attendance may or may not be taken in every class, but if you miss more than six classes you will not be able to take the final exam.

If you aren't feeling well, do not come in. It's possible some virtual element to this course may be necessary, depending on things beyond our control. If that happens my rule has always been flexibility.

### **Participation**

Students are expected to be prepared for class – you've paid to be here and the way to get the most out of this class is to do the reading before class so you understand what's going on in class. Excellent participation can result in a one-step raise in your grade in this class, and notably poor participation can result in a one-step reduction in your grade.

### **Class Website**

There is a class website on TWEN, which is part of your Westlaw account. I will be endeavoring to share as much as possible there, including slides and other materials. Students are expected to monitor the TWEN site, although I'll also alert students in class and electronically of when materials are added there.

### **Video Recordings of Lectures**

All classes will be recorded and posted, subject to the caveat that there may be technical glitches. A recording of a class is not a substitute for real-time participation, and you may also want to ask another student to take notes for you.

### **Grading**

Your grade is determined by a combination of class participation and completing ungraded assignments (15%) and final exam (85%). The final exam schedule will be posted to the law school website.

## **Office Hours**

I encourage everyone schedule a conversation with me, whether to talk about class material, career goals, or anything else. Too often, students who are struggling don't come to office hours until the end of the semester. Remember—don't be ashamed, and ask me your questions as they come up – waiting until days before the final is hazardous.

Given the current pandemic, there may be a preference for meeting via Zoom instead. That's fine as well, just ask to set up a meeting.

## **Workload Expectations**

The American Bar Association standards for accrediting law schools contain a formula for calculating the amount of work that constitutes one credit hour. According to ABA Standard 310(b)(1), a "credit hour" is an amount of work that reasonably approximates: (1) not less than one hour of classroom or direct faculty instruction and two hours of out-of-class student work per week for fifteen weeks, or the equivalent amount of work over a different amount of time. This is a 3-credit hour class, meaning that we will spend two 75-minute blocks of time together each week (scheduled for Wednesday and Friday, except for the initial class scheduled during Orientation Week). The amount of assigned reading and out of class preparation should take you about 6 hours for the week. All told, applying the ABA standard to the number of credits offered for this class, you should plan on spending a total of 9 hours per week (3 in class and 6 preparing for class) on course-related work.

## **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/>.

## **Disability Support Services**

SIU Carbondale is committed to providing an inclusive and accessible experience for all students with disabilities. 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 DSS 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. Upon completion of a Disability Accommodation Agreement with DSS, students should use the DSS Student Portal to notify their faculty members and the School of Law Registrar's Office of their accommodations.

## **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, emotion, 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: (618) 453-2461, or [siucares@siu.edu](mailto:siucares@siu.edu), <https://salukicare.siu.edu/index.php>. At the School of Law, Assistant Dean Judi Ray is also available to help students access university resources. Her email is [judiray@siu.edu](mailto:judiray@siu.edu) and her phone number is 618-453-3135.

## **COVID-19**

SIUC'S policy on face masks and social distancing is consistent with the guidance from the Centers for Disease Control and Prevention and the Illinois Department of Public Health. For up-to-date information, students, faculty, and staff should visit SIUC's COVID website ([siu.edu/coronavirus](https://siu.edu/coronavirus)), which includes the Saluki Safety Plan. People can also send an email to [pandemicinfo@siu.edu](mailto:pandemicinfo@siu.edu).

## Provisional Reading

This reading is tentative—updated syllabi will be posted to the TWEN class website. When problems are assigned, you only need to read them before class unless the syllabus says otherwise.

January 10	Agency I – 1-13
January 12	Agency II – 13-16, 29-46
January 17	No Class. Will be made up for with video.
January 19	Agents as Fiduciaries – 82-92
January 24	Partnerships – 93-111
January 26	Fiduciary Duties of Partners – 111-131
January 31	Expulsion, Property, Management – 132-150
February 2	Dissolution – 150-167
February 7	The Corporation and Limited Liability – 179-203
February 9	Purpose of the Corporation – 206-224
February 14	Limited Partnerships – 168-178, 203-206
February 16	The LLC – 871-891
February 21	Piercing and Dissolving LLCs – 891-899, 917-931
February 23	The Duty of Care – 225-251
February 28	Duty of Loyalty 1 – 251-273
March 2	Duty of Loyalty 2 – 273-295
March 5 – March 13	No class this week – Spring Break
March 14	Good Faith – 295-313
March 16	Derivative Suits – 314-335
March 21	Insider Trading – 423-439, 447-458
March 23	Indemnification – 468-482
March 28	Proxy Fights – 483-494, 547-554
March 30	Shareholder Proposals – 510-541
April 4	Shareholder Inspection – 541-554
April 6	Shareholder Voting Control – 554-574
April 11	Control and Dissolution – 633-654
April 13	Mergers – 675-686, 709-720
April 18	Takeovers – 720-743
April 20	Corporate Debt – 825-847
April 26 through May 6	finals weeks