

Business Organizations
Prof. Zvi S. Rosen, Spring 2023
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 in Room 102.

Learning Objectives

To learn and understand the law of agency, partnership, and corporations, and to understand corporate documents.

Required Reading

The book for this class is Business Associations: Cases and Materials on Agency, Partnerships, LLCs, and Corporations, 11th edition by Stephen Bainbridge. Students should also have a statutory supplement – there's an official one, but nearly any from the past decade or so should be fine.

Attendance Policy

Attendance is mandatory. Pursuant to school policy, if you miss more than six classes you will not be able to take the final exam.

If you anticipate any attendance issues, please let me know. It's easier to fix a problem before it becomes serious.

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 D2L/MyCourses. I will be endeavoring to share as much as possible there, including slides and other materials. Students are expected to monitor the course 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 (15%), a writing assignment (15%) and final exam (70%). The final exam schedule will be posted to the law school website. The writing assignment will be posted to D2L.

Office Hours

Office hours are 3-5 PM Tuesdays. Please don't hesitate to come by, and (ideally) don't wait until the end of the semester to do so.

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 @ 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. 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. 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 bring the agreements for each course to the School of Law Registrar's Office to ensure the School of Law provides the proper classroom and examination 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, 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, <https://salukicare.siu.edu/>. Assistant Dean Judi Ray is available at the School of Law to help students access university resources. Please email her at judiray@siu.edu, or call 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 (<https://siu.edu/coronavirus>), which includes the Saluki Safety Plan. People can also send email to pandemicinfor@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>

Provisional Reading

This reading is tentative—updated syllabi may be posted to the class website.

January 18	Agency I – 1-13
January 23	Agency II – 13-16, 29-46
January 25	Agents as Fiduciaries – 82-92
January 30	Partnerships – 93-111
February 1	Fiduciary Duties of Partners – 111-131
February 6	Expulsion, Property, Management – 132-150
February 8	Dissolution – 150-167
February 13	The Corporation and Limited Liability – 179-203
February 15	Purpose of the Corporation – 206-224
February 20	The LLC – 871-891
February 22	Piercing and Dissolving LLCs –891-899, 917-931
February 27	The Duty of Care – 225-251
March 1	Duty of Loyalty 1 – 251-273
March 6	Duty of Loyalty 2 – 273-295
March 8	Good Faith – 295-313
March 11 – March 19	No class this week – Spring Break
March 20	Derivative Suits– 314-335
March 22	Insider Trading – 423-439, 447-458
March 27	Indemnification – 468-482
March 29	Proxy Fights – 483-494, 547-554
April 3	Shareholder Proposals – 510-541
April 5	Shareholder Inspection – 541-554
April 10	Shareholder Voting Control – 554-574
April 12	Control and Dissolution – 633-654
April 17	Mergers – 675-686, 709-720
April 19	Takeovers 1 – 720-753
April 24	Takeovers 2 – 753-778
April 26	Corporate Debt – 825-847
May 2-12	Finals Period