CORPORATIONS SYLLABUS
SPRING 2011

Professor Z. Jill Barclift

Tuesdays & Thursdays
2:30-3:45PM
Room 103

Office Hours:
Tuesdays 12:30-1:30PM
Other times by appointment
Email: zbarclift@hamline.edu

Office: Room 206 East
Phone: 651/523-2357

Required textbooks:

Corporations and Other Business Associations: Cases and Materials, Charles O'Kelley, Robert B. Thompson (6th edition) (Aspen Publishers) (ISBN 978-0-7355-8602-4)

Corporations and Other Business Associations: Selected Statutes, Rules, and Forms 2009 Charles R.T. O'Kelley, Robert B. Thompson, (Aspen Publishers) (ISBN 978-0-7355-7944-6)

Please note that this syllabus is intended to serve as a guide to the material to be discussed each day in class. Modifications to the syllabus may be made during the semester to best meet the needs of the class. Not all readings will be discussed in class. Additional readings may also be recommended or assigned. Modifications to the syllabus will be announced as far in advance as possible.

The goals and learning outcomes for this course are:
(i) To understand the legal rules and business issues of corporate law;
(ii) To introduce the policy issues surrounding the corporation in society; and
(iii) To develop problem-solving skills using issues related to corporate law and practical business problems.

Class Participation

Students are expected to be prepared to discuss the required assignment for that day. Student participation in class is strongly encouraged; however, class participation will not count in the final grade. Thoughtful, engaging discussions in the classroom facilitates learning by encouraging questions, and clarification of subject matter. Classroom discussion will include case analysis and synthesis of cases, statutory analysis, and discussion of textbook problems.

If for any legitimate reason you are not prepared for class, please let me know before class begins, and you will not be called upon in class. Please note a legitimate excuse entails such matters as illness, childbirth, or family emergencies. It does not include such matters as working on a paper or some other project for another course. Each student is allowed two excused class participations.

Attendance and Tardiness

Students are expected to attend class. Attendance will be taken at each class. Students may miss four classes without penalty. Additional absences will result in the following:

Five absences – the student must submit a **5-8 page paper** on the topics covered in the missed classes. **The paper is due within 7 days of the last missed class**. The paper must be doubled-spaced. Failure to turn in the paper on time will result in the student's name submitted to the Dean's office for excessive absences. The paper will not count as part of the final grade. **Six or more absences** - the name of the student will be submitted to the Dean's office for excessive absences and you will not be permitted to take the final exam until the excessive absence paper is turned in.

Students are expected to arrive in class on time. Students arriving more than ten minutes late for more than four classes during the semester will be marked for one class absence.

Computers, Laptops and Cell Phone Use in Class

Use of computers/laptops for note taking in class is permitted; however, only word processing programs may be open during class unless the class discussion requires access to a specific web browser or for additional understanding of the reading assignments/lectures. Anyone during class using non-class related web browsers, electronic games, communicating via email, instant messaging or otherwise using the computer/laptop/cell phone/electronic devices for purposes not related to the class or learning outcomes may be asked to discontinue use of their computer/laptop/cell phone/electronic devices, and may not be permitted to bring their computer/laptop/cell phone/electronic devices to class for the duration of the course. All cell phone ringers or pagers (vibrate only) must be turned off during class.

TWEN - Course Website

Students must enroll on the TWEN website for class and provide an e-mail address. Any changes to the syllabus or other course material will be posted on the TWEN Course Website.

Examinations

Graded Mid-term

There will be a mid-term multiple-choice exam on THURSDAY, MARCH 17 during the regular class period. The mid-term exam will count for 25% of the grade. The multiple-choice questions will cover the reading assignments from January 18- March 15 and include selected provisions of the Model Business Corporation Act.

Graded Final Exam

The final examination will be a self-scheduled essay exam. The final examination will count for 75% of the grade. The final examination will cover the entire semester's reading assignments, including material tested on the mid-term, selected sections of the Model Business Corporation Act and other selected statutes covered in the reading assignments.

Required Assignments

Please complete the required reading assignments before the class for which they are assigned unless you are directed otherwise. Come prepared to discuss the reading assignment and discuss answers to the problems noted in the textbook for the assigned readings. Additional assignments may be handed out in class. Not all of the cases and material in the assigned readings will be discussed in class; however, you are responsible for the content. You are also responsible for reading the statutory provisions as referenced in the assigned readings or discussed in class in the Charles R.T. O'Kelley, Robert B. Thompson, Corporations and Other Business Associations: Selected Statutes, Rules, and Forms 2009. Both the mid-term and final will cover selected provisions of the Model Business Corporation Act.

Required Reading Assignments

JANUARY

Tuesday, January 18
Chapter 1 pp.1-20 and Chapter 3 pp. 153-159 and be prepared to discuss problem 3-1 in class.

Thursday, January 20
Chapter 3 pp.159-166 and be prepared to discuss problem 3-4 in class.

Tuesday, January 25
Chapter 3 pp. 166-170 and be prepared to discuss problems 3-6, 3-7 in class

Thursday, January 27
Chapter 3 pp.170-195 and be prepared to discuss problem 3-8 in class

FEBRUARY

Tuesday, February 1
Chapter 4 pp. 265-276 and be prepared to discuss problem 4-1 in class

Thursday, February 3
Chapter 4 pp. 277- 300 and be prepared to discuss problems 4-2, 4-3 in class

Tuesday, February 8
Chapter 4 pp. 300-320 and be prepared to discuss problem 4-5 in class

Thursday, February 10
Chapter 4 pp. 322 - 350 and be prepared to discuss problem 4-7 in class

Tuesday, February 15
Chapter 4 pp. 350-374 and be prepared to discuss problem 4-8

Thursday, February 17
Chapter 4 pp.375-398 and be prepared to discuss problem 4-9

Tuesday, February 22
Chapter 4 pp. 398-422 and be prepared to discuss problem 4-10

Thursday, February 24
Chapter 4 pp. 422-438 and be prepared to discuss problem 4-11 in class

MARCH

Tuesday, March 1
Chapter 5 pp. 447-466 and be prepared to discuss problem 5-1 in class

Thursday, March 3
Chapter 5 pp.467-494 and be prepared to discuss problem 5-2 in class

Tuesday, March 15
Chapter 7 pp. 593-608 and be prepared to discuss problem 7-2 in class

THURSDAY, MARCH 17
MIDTERM

Tuesday, March 22
Chapter 7 pp. 608-625 and be prepared to discuss problem 7-3 in class

Thursday, March 24
Chapter 7 pp. 625-651 and be prepared to discuss problems 7-4, 7-5 in class

Tuesday, March 29
Chapter 7 pp. 663-688 and be prepared to discuss problem 7-6 in class

Thursday, March 31
Chapter 8 pp.689-705

APRIL

Tuesday, April 5
Chapter 8 pp. 705- 720 and be prepared to discuss problems 8-1, 8-2 in class

Thursday, April 7
Chapter 8 pp. 720-744 and be prepared to discuss problems 8-3, 8-4 in class

Tuesday, April 12
Chapter 8 pp. 744-762 and be prepared to discuss problem 8-5 in class

Thursday, April 14
Chapter 8 pp. 762-769 and be prepared to discuss problem 8-7 in class

Tuesday, April 19
Chapter 8 pp. 788-801

Thursday, April 21
Chapter 9 pp. 827-845 and be prepared to discuss problems 9-1 in class

Tuesday, April 26
Chapter 9 pp. 845-868 and be prepared to discuss problems 9-3, 9-4

Thursday, April 28
Chapter 9 pp. 868-894

MAY

Tuesday, May 3
Class Review