

Prof. Szto

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Law 9311 W

Saturdays 8.15-11.15am

Classroom: Law 103

Corporations

Syllabus—Spring 2011



Course Description

This course introduces legal and business issues pertaining to corporations, both closely-held and publicly traded. We will discuss corporate formation, structure and governance, as well as the rights and liabilities of management and shareholders.

Learning Objectives

- a) Fundamental principles of justice in corporations law;
- b) Role of corporate counsel;
- c) Case and statutory analysis, legal reasoning, and problem-solving;
- d) Collaborative learning, public communication skills, and networking.

Required Text & Supplement

(1) Hamilton, Macey, Moll, Corporations including Partnerships and Liability Liability Companies (Eleventh Edition). ISBN: 978-0-314-20516-2. West Publishing.

(2) O'Kelley and Thompson, Corporations and Other Business Associations Selected Statutes, Rules, and Forms, 2010. Aspen Press ISBN: 9780735590625.

Learning Environment and Procedures

HUSL Policies on attendance, lateness and preparation

The program of instruction at the School of Law is based on an active and informed exchange between instructor and student and between student and student. Regular, prepared class attendance helps develop skills essential to the competent practice of law. A student who violates the attendance policy, including the instructor's specification of class expectation described below, may lose his or her right to take the exam in the course, to receive course credit or

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may receive other penalties described below and in Academic Rule 108. Persistent or frequent lateness or unpreparedness may also be the basis for reduction of the grade awarded in a course. See Academic Rule 108 for further details.

Welcome to Corporations! I'm looking forward to a great semester together!

Pedagogy

Our class includes case and statutory discussions, explanations of legal principles and class exercises, including ungraded quizzes (may be unannounced).

Participation

Attendance, punctuality, and preparedness are required.

I will call on students regularly. I also love students volunteering and sharing their expertise and experiences. If there is a particular case or topic that you would like to volunteer for, please let me know. Pairs and groups (up to four people) may also volunteer. We will also use collaborative group exercises and role-plays. If you cannot hear another speaker, please let the class know.

You may also participate in an **optional group presentation** (three to four people may form a group), which will count towards evaluation of your participation (see below). These should relate to a specialized topic in corporations approved by me. Depending on the topic and number of participants, presentations may be 15-20 minutes in length.

If you have any special circumstances concerning participation, please also let me know so we can arrange the appropriate accommodations.

Networking and Name Cards

To facilitate participation, getting to know each other, networking, etc., always display a **name tent card** in class. Your first and last name should be on both sides. Nonuse of a name card will be included in evaluation of your participation.

Profile Forms

A Profile Form will be available on the class TWEN site after classes begin. Kindly submit one with photograph in hard copy to me by Saturday, February 5. Late submission or non-submission will affect evaluation of your participation. At your discretion, in addition to providing me a hard copy, you may also post this on our TWEN site for class viewing and more networking.

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Attendance

We will take attendance beginning Saturday, January 29. You may not miss more than two classes. No make-up work will be permitted. Attendance will be verified by signatures on sign-in sheets provided by the Registrar. Falsification of sign-in sheets is a violation of the Code of Conduct.

If you exceed the number of permitted absences, you may be administratively withdrawn from the course. Accommodations may be made for students who must be absent for religious reasons and in cases of truly compelling hardship. Please inform me of this as soon as possible in person and by email to mszto01@hamline.edu

Laptop use/Technology



Laptops may be used for taking notes and directed class exercises. Laptop privileges may be withdrawn for using laptops for other purposes. No other technology may be used.

Grading

Your final grade will be based on a closed book final examination at the end of the semester. The format of the exam will be essay and multiple-choice. I may adjust your grade up or down a half-step (e.g., B+ to A-) for either superior or inferior class participation (e.g., attendance, punctuality, preparedness, volunteering, and noncompliance with laptop/technology policy).

As noted above, participants have the option of making group presentations on specialized corporation topics approved by me. These presentations will be considered in evaluating class participation. Groups may consist of three to four people.

Feedback

You will have an opportunity to provide formal feedback mid-way and at the end of the course. Please let me know if you have any questions, comments or suggestions at any other time!

Office Hours

Office hours are after class, and by appointment.

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This syllabus is subject to change.

Assignments

1) *Saturday, January 15*

Foundations of Corporate law



Introduction to Business Entities

Fundamental Agency Principles; Fiduciary Duties

Why Incorporate?

Hamilton, Chapter 1, p.1-6; Chapter 2, p. 15-38; *Meinhard v. Salmon* (p.76)

2010 O'Kelley and Thompson Statutory Supplement, Skim the Restatements (2d and 3rd) of Agency

2) *Saturday, January 22*



Hamilton, Chapter 4, 136-149; 153-155

Where and How to Incorporate

Hamilton, p. 156-172

The Decline of the Ultra Vires Doctrine; *711 Kings Highway Corp.* (p.174); *Sullivan* (p.176)

Supplement, Model Business Corporation Act (MBCA) §2.01, 2.02, 2.03, 2.04, 2.05, 2.06, 3.01, 3.02, 3.04, 4.01, 6.22

Further assignments will be posted on TWEN. The TWEN site will be available after classes begin.