HAMLINE UNIVERSITY SCHOOL OF LAW
UNINCORPORATED BUSINESS ENTITIES
SUMMER 2010

Syllabus & Policies
Professor Jon M. Garon

1. Course Objectives:

Small business enterprises comprise over 80% of the U.S. economy. These entities often do not need separation of ownership from control, so many of these businesses have little in common the publicly traded corporations that dominate corporate and securities law. Increasingly, owners of these enterprises are utilizing non-corporate structures to better effectuate their operational objectives. Lawyers must understand the fundamentally different interests and objectives for these enterprises to provide them the most appropriate legal counsel. The focus of the course will be on planning and problem solving for these entities. Students will read cases and course materials as background to frame strategies for resolving simulated client problems. Group projects will be emphasized throughout the course.

The learning outcomes for the student are:

(i) to introduce the student to fiduciary obligations and the substantive area of agency, partnership law, and the laws governing the formation and operation of limited liability companies and limited liability partnerships;
(ii) to develop an understanding of enterprise operations within a statutory context;
(iii) to learn planning and problem-solving skills for clients involved with privately owned business enterprises (including small businesses law firms); and
(iv) to develop legal drafting skills involving enterprise documents and agreements.

2. Texts & Materials:

Required:

LARRY E. RIBSTEIN AND JEFFREY M. LIPSHAW, UNINCORPORATED BUSINESS ENTITIES, Fourth Edition (Anderson Publishing 2009) ISBN: 9781422429600

TWEN - Course Website. Students must enroll and provide an e-mail address. The address is: http://lawschool.westlaw.com/twen/default.asp

Optional:

Jon Garon, OWN IT: THE LAW AND BUSINESS GUIDE TO LAUNCHING A NEW BUSINESS THROUGH INNOVATION, EXCLUSIVITY AND RELEVANCE, (Carolina Academic Press 2007) ISBN: 159460391X

The required text, including the supplement must be brought to all classes. The reading assignments listed below refer to the casebook only. Please refer to TWEN and the Cumulative Case Supplement and Statutory Appendix as it relates to the materials for each class period. In addition, students are required to use the Internet and have an e-mail address to participate in the course.

3. Examinations and Grading:

The grading for the course will be based on written research, writing and drafting exercises due throughout the course of the semester and a final project. You will be expected to write materials, present content in class, and critique the postings of other student authors. You will receive a letter grade for the course. Due to the nature of the assignments, anonymous grading may not be utilized in this class.

4. Schedule Changes & Office Hours:

I will be available for office hours by appointment throughout the session rather than setting specific office hours and generally before and after each class. Feel free to stop in at my office whenever I am on campus. You may contact me at 651-523-2535 or e-mail jgaron@hamline.edu.

5. Attendance and Participation:

Attendance and participation are required for all classes. You are expected to arrive at class on time (subject to emergencies) and to remain in class throughout the session. Failure to be prepared will count as an absence. Laptop use is strongly encouraged in class, but must only be used in furtherance of the course activities. Unrelated use of your laptop or other electronic devices may result in your dismissal from the class session, which will constitute an absence for that day. You can be absent no more than two sessions. In rare circumstances, a student may make up an absence caused by an extraordinary situation through non-classroom participation. Students who miss more than two sessions will be academically dis-enrolled from the course and receive a "W" or a "F" on their transcript as provided under the applicable attendance policies, based on the time of such dis-enrollment during the semester.

A TurningPoint clicker is required for this course. The clicker may be used to take attendance and to make the class discussion more interactive while increasing you substantive knowledge and retention of the material. New or used clickers may be obtained at the SBA Bookstore or online. Clicker usage is expected the first day of class, so please come with your clicker.

6. Website Usage:

A. Use of the TWEN and other websites:

The course materials and posts are hosted at TWEN (Website or Site) that provides references and resources for this course. This syllabus, current reading assignments, Internet resources, law review articles and cases available on the Website can be linked to the e-mail postings you place on the Website using an open discussion forum. Many of the course handouts and materials will be made available through the Website. To use it, you must agree to abide by the user agreement and the requirements set out in this syllabus. Failure to abide with these policies may result in a lowered grade or academic dismissal.

Students may also be assigned additional websites or publicly hosted listserves and electronic communities. This syllabus applies to course-related postings and conduct in any medium, whether hosted through TWEN, other electronic resources, or through any other venue.

B. Protocol & Decorum:

Messages sent to the Website are automatically made available to everyone who visits the Website. The list is monitored but not moderated. This means any message you send to the list will be immediately available for all list members without human intervention. I will read the list and participate in discussions from time to time, but the list is designed to be your vehicle to explore some of the ideas first addressed in class.

The Internet is an extension of the classroom. As such, the decorum and professionalism expected of you in class extends to all postings made regarding the course or its content. I expect that you will extend the same courtesy to your fellow students on the list as you do in class. Feel free to disagree with the ideas expressed, but work to keep the discussions polite and focused on the ideas.

C. Attribution of Postings:

Always include your name and email address in the body of your message so that others may reply to you directly. Personal messages should be sent directly rather than the list as a whole. Please do not send your e-mail anonymously. Attributed postings encourage both thoughtfulness and professionalism. If you have a question or other item that you would like posted without attribution, send the message to me directly and I will forward it to the list if appropriate. If you send e-mails directly to me or ask questions that are of general interest, I will also edit those questions (and my response when applicable) and forward them to the class.

D. Protection of Copyright:

The Law School, its students and its faculty are all required to abide by copyright law. This is both as a matter of law and law school policy. Please respect this. The Website provides an excellent vehicle for sharing information, particularly information gleaned from other electronic resources (such as the Internet, Lexis or Westlaw). While this is an appropriate use of the Website, please be very conservative with respect to the amount of material that is reproduced in the e-mail. When appropriate, please post cites rather than significant portions of text from any source. A fair use defense to copying should be used sparingly, if ever.

E. Nonexclusive Assignment of Copyright:

To facilitate the development of a wiki, website, or other publications resulting from the coursework associated with this class, as a condition of enrollment you hereby grant an irrevocable, nonexclusive assignment of the copyright in all material you post to TWEN or other websites created for or posted to on behalf of this class. You remain the owner of your copyrighted work and this nonexclusive assignment does not preclude you from utilizing the manner in any fashion on a nonexclusive basis.

7. **Reading Assignments**:

Below is the preliminary schedule of reading assignments. Expect to cover between 75-100 pages each session, given the compressed nature of the course. The table below will serve as a guide for the semester. Students are responsible for staying current with the reading assignments, which may vary as we continue through the semester. The reading assignments reflect only the casebook materials. Be sure to read the associated materials in the supplement; students are responsible for additional statutory and supplementary reading in the casebook supplement or listed in the syllabus.

Be sure to check the TWEN website for readings for each of the unit assignments.

Session		Topic	Materials – All Chapters are from Ribstein & Lipshaw. Be sure to consult Appendix and TWEN for accompanying materials.
6/2 M	1	Introduction; Four attributes for choice of entity form; Agency	Chap. 1 & 2
6/7 M	2	Agency; General Partnerships	Chap. 3 & 4
6/9 W	3	General Partnerships;	Chap. 5 – 7
6/14 M	4	Fiduciary Duties	Chap. 8
6/16 W	5	Limited Partnerships	Chap. 10-11 (309-360)
6/21 M	6	Limited Liability Companies: Formation Issues	Chap. 11 (360-409)
6/23 W	7	Limited Liability Companies: Operations Issues	Chap. 12 (411-478)
6/28 M	8	Limited Liability Companies: Ownership, transfer, control, securities issues, dissolution	Chap. 12 (478-515) Chap. 9
6/30 M	9	LLCs concluded; Limited Liability Partnerships	Chap. 13
7/5 M	10	Managing the Law Firm	TWEN
7/26/08		Final Project must be submitted on TWEN by 3:00	