

CORPORATIONS SYLLABUS

FALL 2009

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 (5th edition) (Aspen Publishers) (ISBN 0-7355-5790-X)

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.

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 Tuesday, October 13th 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 August 20th – October 8th (chapters 1-5) 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

August

Thursday, August 20

Chapter 1 pp.1-13 and Chapter 3 pp. 141- top of 150 and be prepared to discuss problem 3-1 in class.

Tuesday, August 25

Chapter 3 pp.150- 157 and be prepared to discuss problem 3-4 in class.

Thursday, August 27

Chapter 3 pp. 157-181 and be prepared to discuss problem 3-8 in class

September

Tuesday, September 1

Chapter 3 pp.181-210 and be prepared to discuss problem 3-9 in class

Thursday, September 3

Chapter 4 pp. 235-246 and be prepared to discuss problem 4-1 in class

Tuesday, September 8 Chapter 4 pp. 246 - top 270 and be prepared to discuss problems 4-2, 4-3 in class

Thursday, September 10

Chapter 4 pp. 270-303 and be prepared to discuss problem 4-4 in class

Tuesday, September 15

Chapter 4 pp. 303 - 346 and be prepared to discuss problems 4-6, 4-7 in class

Thursday, September 17

Chapter 4 pp. 346- 363 and be prepared to discuss problem 4-8

Tuesday, September 22

Chapter 4 pp.363-392 and be prepared to discuss problem 4-9
4-10, 4-11 in class

Thursday, September 24 Tuesday, September 29

Chapter 4 pp. 392-406 and be prepared to discuss problems 4-10, 4-11

October

Thursday, October 1

Chapter 5 pp. 407 – 427 and be prepared to discuss problem 5-1 in class

Tuesday, October 6

Chapter 5 pp. 427-452 and be prepared to discuss problem 5-2 in class

Thursday, October 8

Chapter 5 pp.457-480 and be prepared to discuss problem 5-3 in class

Tuesday, October 13

MID-TERM

Tuesday, October 20

Chapter 6 pp. 527-541 and be prepared to discuss problem 6-2 in class

Thursday, October 22

Chapter 6 pp. 541-566 and be prepared to discuss problem 6-4 in class

Tuesday, October 27

Chapter 6 pp. 566-582 and be prepared to discuss problem 6-5 in class

Thursday, October 29

Chapter 7 pp. 619-637 and be prepared to discuss problem 7-1 in class

November

Tuesday, November 3

Chapter 7 pp.638-649 and be prepared to discuss problem 7-2 in class

Thursday, November 5

Chapter 7 pp. 649-672 and be prepared to discuss problem 7-4 in class

Tuesday, November 10

Chapter 7 pp. 673-690 and be prepared to discuss problems 7-5, 7-6 in class

Thursday, November 12

Chapter 7 pp. 690-715 and be prepared to discuss problems 7-7, 7-8 in class

Tuesday, November 17

Chapter 7 pp. 716-729 and be prepared to discuss problem 7-9 in class

Thursday, November 19

Chapter 8 pp. 755-779 and be prepared to discuss problems 8-1, 8-2 in class

Tuesday, November 24

Chapter 8 pp. 779-804 and be prepared to discuss problems 8-3, 8-4, 8-5 in class

December

Tuesday, December 1

Chapter 8 pp. 804-834 (omit pp. 835- top of 845) and 845-861 and be prepared to discuss problem 8-7