

**CORPORATIONS SYLLABUS
SPRING 2009**

Professor Z. Jill Barclift

Mondays & Wednesdays

11:00-12:15PM and 3:30-4:45PM

Room 103

Room 105

Office Hours:

Mondays and Wednesdays 12:30-2:30PM

Other times by appointment

Email: zbarclift@hamline.edu

Office: Room 206 East

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Required textbooks:

1. Eric A. Chiappinelli, Cases and Materials on Business Entities Aspen Publishers (ISBN 0-7355-2614-1)
2. Eric A. Chiappinelli, 2007-2008 Supplement to Cases and Materials on Business Entities Aspen Publishers (ISBN 978-0-7355-7015-3)
3. Charles R.T. O'Kelley, Robert B. Thompson, Corporations and Other Business Associations: Selected Statutes, Rules, and Forms 2008 Wolters Kluwer Publishers (ISBN 978-0-7155-7211-9)

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

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 textbook questions and 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 and be prepared to discuss the required assignment for that day. 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 Wednesday, March 11th 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 21st – March 9th and include 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, 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 answer the questions in the textbook for the assigned readings. Additional assignments may be handed out in class. Not all of 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 2008. Both the mid-term and final will cover selected provisions of the Model Business Corporation Act.

Required Reading Assignments for the Chiappinelli textbook and 2007-2008 Supplement

January

Wednesday, January 21
Chapters 1 & 2

Monday, January 26
Chapter 3 pp.43-48, 61-82

Wednesday, January 28
Chapter 5 pp. 115-130 (See Supplement for updates)

February

Monday, February 2
Chapter 5 pp.130-149

Monday, February 16
Chapter 7 pp. 227-246 (See Supplement for updates)

Wednesday, February 4
Chapter 6 pp. 151-176 (top)

Wednesday, February 18
Chapter 7 pp. 246-258 (See Supplement for updates)

Monday, February 9
Chapter 6 pp. 176-203

Monday, February 23
Chapter 7 pp.259-273

Wednesday, February 11
Chapter 7 pp. 205-227

Wednesday, February 25
Chapter 8 (See Supplement for updates)

March

Monday, March 2
Chapter 9 pp. 313-330

Monday, March 16
Chapter 11 (See Supplement for updates)

Wednesday, March 4
Chapter 9 pp. 330-355

Wednesday, March 18
Chapter 12 (See Supplement for updates)

Monday, March 9
Chapter 10
(See Supplement for updates)

Monday, March 30
Chapter 13 pp. 425-444

Wednesday, March 11
MID-TERM

April

Wednesday, April 1
Chapter 13 pp. 444-465
(See Supplement for updates)

Wednesday, April 15
Chapter 15 pp. 543-564
(See Supplement for updates)

Wednesday, April 29
Chapter 17 pp. 639-669

Monday, April 6
Chapter 13 pp. 465-489
(See Supplement for updates)

Monday, April 20
Chapter 15 pp. 564-591
(See Supplement for updates)

Wednesday, April 8
Chapter 14 pp. 491-517

Wednesday, April 22
Chapter 16 pp. 593-621
(See Supplement for updates)

Monday, April 13
Chapter 14 pp. 517-541
(See Supplement for updates)

Monday, April 27
Chapter 16 pp. 621-638

May

Monday, May 4
Chapter 17 pp. 669-683