

**Business Associations Syllabus**  
**Professor Kelch**  
**Spring 2018**

**Readings and Requirements:** References are to Eisenberg and Cox, BUSINESS ORGANIZATIONS (Concise 11<sup>th</sup> ed. 2014). MAKE SURE YOU GET THE CONCISE EDITION. You are required to read statutory materials noted in the casebook as well.

- I. Agency 1-20; 24-29
- II. Partnership
  - A. Formation and Nature: 59-79
  - B. Interests and Property: 79-82
  - C. Loyalty: 83-87
  - D. Dissolution: 87-104
  - E. Limited Partnerships and Limited Liability Partnerships 104-118
- III. Corporations (Read Only Delaware Statutory Material Except Where Otherwise Indicated)
  - A. Formation and Organization of Corporations: 119-120; 134-140; 148-162
  - B. Ultra Vires: 162-164
  - C. Objectives of Corporations: 165-180
  - D. Corporate Structure: 181-215
  - E. Shareholder Info. Rights and Voting
    - 1. Info. Rights: 237-251
    - 2. Proxy Rules: 256-263; 264-267; 268-285
  - F. Preincorporation Transactions and Limited Liability: 287-289; 293-309
  - G. The Close Corporation
    - 1. Introduction: 317-320

2. Voting Arrangements: 320-334
  3. Agreements re Bd. Discretion: 334-344
  4. Fiduciary Obligations: 347-366
  5. Restrictions on Share Transferability: 366-381
- H. Limited Liability Companies: 407-452
- I. Duty of Care and Good Faith of Directors: 453-502; 514-520
- J. Duty of Loyalty
1. Self-Interested Transactions: 521-529; 532-545; 554-557
  2. Corp. Opp. Doctrine: 572-588
  3. Duties of Controlling Shareholders: 588-623; ALI Principles of Corporate Governance §§ 5.10-5.12
  4. Sales of Control: 633-649
- L. 10b-5 and Insider Trading: 651-667; 675-676; 679-694; 701-745; 748-759
- M. Shareholder Suits: 767-783; 791-823; 823-835
- N. Structural Changes
1. Corp. Combinations and Acquisitions: 859-887; 888-908; 919-949; 958-990

**Grading:**

A final exam will be 75% of your grade and a group project of drafting a Limited Liability Company Operating Agreement will be 25% of your grade. Also I will assign participation points as set forth in the Whittier Law School Policies. Notice is given that the professor may deduct up to 0.5 from a student's grade for repeated failures to be prepared for class, disrupting the class or excessive absences without good cause as described in the Whittier Law School Policies.

**Attendance:**

Attendance will be taken in each class, and students must attend on a regular basis. No student

who attends fewer than 80% of all classes can take the final examination or receive credit for this course. Arriving late for class constitutes ½ of an absence.

### **Course Goals and Student Learning Outcomes for Business Associations:**

#### **Students will demonstrate knowledge of law and its role in society.**

Outcome 1: Students will demonstrate an understanding of the terms, rules and principles of corporate and partnership law.

Outcome 2: Students will read case and statutory authorities, identify the rules within these authorities, and synthesize these rules into a logical framework for analysis.

Outcome 3: Students will demonstrate an understanding of the impact of corporate and partnership legal rules on society.

#### **Students will demonstrate analytical and problem-solving skills.**

Outcome 1: Students will identify the controlling corporate and partnership legal principles that apply to case-based or hypothetical fact scenarios.

Outcome 2: Students will apply rules to determine and explain how case-based or hypothetical fact scenarios will likely be resolved under corporate and partnership legal principles.

Outcome 3: Students will use analogical reasoning to determine and explain how case-based or hypothetical fact scenarios will likely be resolved under corporate and partnership legal principles.

Outcome 4: Students will use legal, policy, and practical considerations to determine and explain how case-based or hypothetical fact scenarios will likely be resolved under corporate and partnership legal principles.

Outcome 5: Students will analyze all sides of issues raised by case-based or hypothetical fact scenarios to determine and explain how the issues would likely be resolved under corporate and partnership legal principles.