

University of North Texas at Dallas
Spring 2016 SYLLABUS

BLAW 4450-001: Corporation Law		3 Hrs
Department of Finance, Insurance, Real Estate & Law		School of Business
Instructor Name:	Ed Fjordbak	
Office Location:	3 rd flr, bldg. 2, adjunct faculty offices	
Office Phone:	Use (but do not abuse) my cell 214-707-2213 – I'll return calls as soon as I can, pending my ordinary business	
Email (send to both)	Edward.Fjordbak@untdallas.edu + EFjordbak@sbcglobal.net	
Office Hours:	By appointment only Tues. 5-6:45 pm by special arrangement	
Virtual Office Hours:	By e-mail or cell (I prefer e-mail to texting) send to <u>both</u> e-mail addresses.	
Classroom Location:	DAL 2-241	
Class Meeting Days & Times:	Tuesday 7 pm - 9:50 pm	
Course Catalog Description:	This is a study of the legal environment that will increase the student's awareness of corporate and business entities, their formation, public and private entity differences, financing of entities, shareholder/partner rights, the powers, duties and obligations of directors, partners and officers, intellectual property concerns, international law matters and the regulation of securities representing ownership in entities, with limited exposure to the effect tax law has on business decisions. Current related legal issues will be highlighted.	
Prerequisites:	None, but it is helpful to have taken <i>Legal and Ethical Environment of Business</i> ("Business Law")	
Co-requisites:	none	
Required Text:	Business Law and the Regulation of Business, 12 th Edition by Mann and Roberts, Cengage Learning. This book is important to this course.	
Access to Learning Resources	UNT Dallas Library: phone: (972) 780-3625; web: http://www.unt.edu/unt-dallas/library.htm UNT Dallas Bookstore: phone: (972) 780-3652; e-mail: 1012mgr@fhcg.follett.com	
Course Goals or Overview:	The goal of the course is to increase awareness of corporate and business entity law, including the choice of entity, entity formation and dissolution, public and private entities, financing of entities, shareholder/partner rights and the powers, duties and obligations of directors, partners and officers.	
Learning Objectives/Outcomes:	At the end of this course, the student will...	
1	be able to communicate, orally and in writing, an understanding of entity formation and structure, the rights, powers and duties of the participants in the organization, and the financing of the organization.	
2	demonstrate the ability to articulate entity legal principles and discuss how those principles impact the organization	
3	identify corporate legal issues and more effectively resolve or manage entity disputes, and protect/maximize the interests of the shareholders/partners	

Course Outline

This schedule is subject to change by the Instructor. Changes to this schedule will be communicated by delivery of written or verbal changes from the Instructor.

Assignments: Read and be prepared to discuss the following chapters as the student prepares for and completes the exams on the specified dates. Exams are not cumulative.

TOPICS	Thursdays 10:00 am- 12:50 pm
1. Chptr 30: Intro to Law; Choice of Entity, Formation and General Relationships of General Partnerships	Jan. 19
2. Chptr 31: Operation and Dissolution of General Partnerships	Jan. 26
3. Chptr 32: Limited Partnerships and Limited Liability Companies	Feb. 2
4. Chptr 33: Nature and Formation of Corporations	February 9
5. Chptr 34: Financial Structure of Corporations	Feb. 16
6. Chptr 39: Securities Regulation	Feb. 23
7. Review and practice exam	Mar. 1
8. Exam 1 (covering Chapters 30-34, 39)	Mar. 8
9. Chptr 35: Management Structure of Corporations	Mar. 22 (Note Mar.15 is during spring break, class is not scheduled that day)
10. Chptr 35: <i>Cont'd.</i> Mgmt Structure of Corps	Mar. 29
11. Chptr 36: Fundamental Changes of Corporations	Apr. 5
12. Chptrs 28, 29: Relationship of Principal and Agent, Relationships with Third Parties	Apr. 12
13. Chptr 40: Intellectual Property	Apr. 19
14. Chptr 46: International Business Law	Apr. 26
15. Review and Practice Exam and ALL ESSAY PAPERS DUE; NO EXCEPTIONS!	May 3
15. Exam 2 (Final) Covering Chptrs 35, 36, 28, 29, 40, 46 (7pm – 9 pm)	May 10

Instructor no-show “things happen” policy: If instructor has not shown up by 15 min. after regular start time and hasn’t notified at least one present class member that he will be late and asked them to communicate that to the class, then presume class is dismissed for the day; but someone first please call my cell before leaving 214-707-2213. Look for the outline to be posted the next day.

General Class Notetaking and Participation Procedures:

While I expect each of you to take notes during the class, it is also important to **participate**. I will ask questions and often circulate short articles on law cases for you to scan briefly and report the key elements to the class. **Look for 1: The legal issues, 2. The Law, 3. The Facts, and recite how the law was applied to the issue given the facts. Then comment on why you may think the court’s (or agency’s) “holding” is appropriate or not.** Generally about 24 hours after the lecture, a relatively thorough **outline will be posted on Blackboard** which will give you **most of the key information**. Doing well on the exams, however, will be almost impossible without being in class since additional information and context is often critical in legal matters. You may even see how a misplaced comma can change the outcome of a case, from which **you will learn the need to be precise, thorough and able to consider issues not apparent to others.**

Course Evaluation Methods

This course will use primarily the following instruments to determine student grades and proficiency of the learning outcomes for the course:

Exams - *written tests of multiple-choice, true-false, and essay questions designed to measure knowledge of presented course material. Hint and warning: WHEN STUDYING, DO NOT RELY ON WIKOPEdia for answers. There is much bad information on Wikipedia and similar sites, which is the result of their policy of letting almost anyone write, comment or edit the information. I've had students memorize definitions from Wikipedia, parrot them on an exam answer perfectly, only to find they were incorrect. The result – no points for that question. Use the text or a true legal source for study. Similarly, do not trust news publications for facts as to law unless they are written by lawyers and, even then, be suspicious.*

Exam Grading Matrix: 90-100=A, 80-89.5=B, 70-79.5=C, 60-69.5=D, <60=F

Graded Element	Value (percentages)	Total points
Exam One	40%	0-40
Exam Two (final exam)	40%	0-40
Class participation	20%*	0-20
Optional Paper (see below)		Added Bonus up to 5
Total		Max 100 (truncated to 100)

* **Note that** theoretically, a non-participating student who either didn't attend regularly or who was disruptive in class, could actually score a negative number here.

Class participation, which requires consistent attendance, may be considered as a plus or minus factor at the discretion of the Instructor. **You will be given a tent card with your name. Make sure I can see it.** Each week, sign and date the back of the card and turn in your card at the end of each class.

Bonus Essay Paper: If a student would like to offer a typewritten essay paper on a genuinely thoughtful legal or ethical topic related to the material (minimum 3 pages of typed, single-spaced text, 1" margins, 12 pt. font), the student may gain a bonus of up to 5 points toward the final total grade on a scale of 0-100. If the student already has a 95 average, the bonus will be truncated, but that would be moot as to the final grade of "A" anyhow. The topic must be approved ahead of time by Prof. Fjordbak, and must be handed in on the date and time specified in the schedule above – no exceptions. Bad grammar and bad punctuation will count off. Proof read carefully. If your grammar isn't good, get someone to help proof it (but not to help write it). The paper **MUST** have a premise, analysis of the issues, an opinion and conclusion. This is *not* a "book report" type of assignment. WARNING: The instructor likes to take key words and phrases and perform Google searches to see whether the material is merely copied from other's writings. While it is important to study and cite other's writings, simply repeating other's words constitutes plagiarism, and is not qualified as

a bonus essay paper. Therefore, merely copying someone else's thoughts and adding none of your own analysis and conclusion wastes both your time and mine – and might potentially detract from your final grade if egregious enough. **ALSO SEE THE REQUIREMENT UNDER “ACCADEMIC INTEGRITY” below. Your paper must include the required statement.**

University Policies and Procedures

Students with Disabilities (ADA Compliance): *The University of North Texas Dallas is on record as being committed to both the spirit and letter of federal equal opportunity legislation; reference Public Law 92-112 – The Rehabilitation Act of 1973 as amended. With the passage of new federal legislation entitled Americans with Disabilities Act (ADA), pursuant to section 504 of the Rehabilitation Act, there is renewed focus on providing this population with the same opportunities enjoyed by all citizens.*

As a faculty member, I am required by law to provide “reasonable accommodations” to students with disabilities, so as not to discriminate on the basis of that disability. Student responsibility primarily rests with informing faculty of their need for accommodation and in providing authorized documentation through designated administrative channels. For more information, you may visit the Student Life Office, Suite 200, Building 2 or call 972-780-3632.

The School of Business and the Department of Finance, Insurance, Real Estate and Law is committed to full academic access for all qualified students, including those with disabilities. In keeping with this commitment and in order to facilitate equality of educational access, faculty members in the department will make reasonable accommodations for qualified students with a disability, such as appropriate adjustments to the classroom environment and the teaching, testing, or learning methodologies when doing so does not fundamentally alter the course.

If you have a disability, it is your responsibility to obtain verifying information from the Office of Student Life and to inform me of your need for an accommodation. Grades assigned before an accommodation is provided will not be changed. Information about how to obtain academic accommodations can be found in UNTD Policy 7.004, Disability Accommodations for Students, and by visiting Student Life, Building 2, Suite 200. 972-780-3632, studentlife@unt.edu.

Student Evaluation of Teaching Effectiveness Policy:

The Student Evaluation of Teaching Effectiveness (SETE) is a requirement for all organized classes at UNT. This short survey will be made available to you at the end of the semester, providing you a chance to comment on how this class is taught. I'm interested in your feedback, as I work to continually improve my teaching. I consider the SETE to be an important part of your participation in this class and expect you to complete the form and submit it. There is, of course, no extra credit for this since it's not related to your knowledge of the subject.

Exam Policy: Exams, which are not cumulative, **should** be taken as scheduled. **No makeup examinations will be allowed except for documented emergencies (See Student Handbook).** Each exam may contain multiple-choice, true-false and essay questions, and will cover preceding material from both reading assignments and class discussions. Exams will each be worth 100 points and each will represent 40% of your final grade. **Bring two #2 sharpened pencils and a Scantron form to each exam. DO NOT bend or fold** or run the Scantron form through your laundry before use. **You will not be permitted to take any exams if you arrive in class more than 30 minutes after the scheduled starting time for the exam, or if any student has completed the exam and left the classroom.**

You're encouraged to take class notes, but **laptop computers or cellphones will not be used during class without the instructor's permission**, to prevent an environment of disruption or distraction to the students and the instructor. If you are looking at your cell phone, I may ask you to tell the class what you see there. On occasion, I may ask a student to look something up on their smart phone.

Academic Integrity:

Academic integrity is a hallmark of higher education. You are expected to abide by the University's code of conduct and Academic Dishonesty policy. Any person suspected of academic dishonesty (i.e., cheating or plagiarism) will be handled in accordance with the University's policies and procedures. Refer to the Student Code of Conduct at http://www.unt.edu/csrr/student_conduct/index.html for complete provisions of this code. In addition, all academic work submitted for this class, including exams, papers, and written assignments should include the following statement and, if not written out, it is still assumed the student has agreed to this policy:

On my honor, I have not given, nor received, nor witnessed any unauthorized assistance that violates the UNT Dallas Academic Integrity Policy.

Classroom Behavior:

As mature adults, we're expected to respect our peers and the instructor during class. An open and informal class atmosphere will be maintained, and as such, there are specific behaviors that are unacceptable and will not be permitted in the classroom. To avoid being removed from the class, please **refrain from** the following behavior:

1. **Responding to cell phones.** All electronic devices are to be turned off during class. **If you have a pending emergency, notify the professor that you need to have your device on vibrate then before answering a call, leave the classroom.** Reading or typing on your device during class **will** count against your final grade.
2. **Engaging in extended private conversations** about subjects other than those being discussed in class.
3. Working on assignments or reading materials for other classes.
4. **Entering the classroom late** or in a noisy manner, distracting other students.
5. Speaking out in a repetitive manner without being recognized by the Instructor.

6. Leaving the classroom without prior arrangements with the Instructor, except in the case of illness. (Since some topics require long lectures, if I announce there will not be a break, you may take a bathroom break on your own.)
7. Using vulgar, offensive language or actions that detract from a learning environment.
8. Engaging in conduct of personal grooming.

BUT DO THIS:

If a student misses class for good cause, help them. Share your notes.

Bad Weather Policy:

On those days that present severe weather and driving conditions, a decision may be made to close the campus. In case of inclement weather, call UNT Dallas Campus main voicemail number (972) 780-3600 or search postings on the campus website www.unt.edu/dallas. Students are encouraged to update their Eagle Alert contact information, so they will receive this information automatically.

Attendance and Participation Policy:

The University attendance policy is in effect for this course. Class attendance and participation is expected because the class is designed as a shared learning experience and because essential information not in the textbook will be discussed in class. The dynamic and intensive nature of this course makes it impossible for students to make-up or to receive credit for missed classes. Attendance and participation in all class meetings is essential to the integration of course material and your ability to demonstrate proficiency. *Tent cards with student's names will be available at the beginning of each class. Keep them in front of you at all times so I can see it and, on the back, sign and date each class attended, Return the tent card to the instructor at the end of each class. Students are responsible to notify the instructor if they are missing class, and for what reason.* Students are responsible to make up any work covered in class. It's recommended that each student coordinate with a student colleague to obtain a copy of the class notes, if they are absent.

Diversity/Tolerance Policy:

Students are encouraged to contribute their perspectives and insights to class discussions. However, offensive & inappropriate language (swearing) and remarks offensive to others of particular nationalities, ethnic groups, sexual preferences, religious groups, genders, or other ascribed statuses will not be tolerated. Disruptions which violate the Code of Student Conduct will be referred to the Center for Student Rights and Responsibilities as the Instructor deems appropriate.

Note: Your Instructor may change any information in this syllabus, when necessary, with notice given to the students.