

University of North Texas at Dallas
Spring 2017
SYLLABUS

BLAW 4450-001 Corporation Law 3 HRS			
Department of	Finance and Law	School of	Business
Instructor Name:	Sharon Fjordbak, JD		
Office Location:	DAL1-221		
Office Phone:	972-338-1813; Cell: 214-288-8669		
Email Address:	sharon.fjordbak@untdallas.edu		
Office Hours:	Mondays: 4:00 PM – 7:00 PM, Thursdays: 3:00 PM – 6:00 PM (or by appointment)		
Course Format/Structure:	100% Face to Face only		
Classroom Location:	DAL2-241		
Class Meeting Days & Times:	Tuesdays 7:00-9:50 PM		
Course Catalog Description:	This course will generally offer a basic introduction to corporation law, both for those with no exposure to business at all and for those with business background who need to understand how the law regulates structured economic activity. We'll explore how multiple business partners combine to do business using various legal forms. Brief introduction to partnerships will precede a deeper exploration of the formation and operation of corporations, especially the differing roles and powers of shareholders, officers, and directors. The course will make a brief comparison and contrast with the most modern business form - the limited liability company, and a discussion of business planning; <i>i.e.</i> , how business owners and their lawyers might choose among the variety of available business forms.		
Prerequisites:	None, but helpful if students have taken BLAW 3430.		
Co-requisites:			
Recommended Text:	Business Law and the Regulation of Business, 12th Edition by Mann and Roberts, Cengage Learning ISBN -978-1-305-50955-9		
Access to Learning Resources:	UNT Dallas Library: (Founders Hall) phone: (972) 780-1616 web: http://www.untdallas.edu/library e-mail: Library@untdallas.edu UNT Dallas Bookstore: (Building 1) phone: (972) 780-3652 web: http://www.untdallas.edu/bookstore e-mail: untdallas@bkstr.com		
Course Goals or Overview:			
	One 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. Another goal is to acquaint students with the context in which business operates, and sensitize them to the mindset of business entrepreneurs and how that mindset often differs from (indeed, clashes with) that of lawyers.		
Learning Objectives/Outcomes: At the end of this course, students will be able to:			
1	Synthesize the creation and governance rules for the various business entities and explain to a business client the general advantages and disadvantages of conducting business through a sole proprietorship, partnership, corporation or LLC.		

2	Assess the precise roles of partners, shareholders, directors, officers, and members of the various business entities and the formalities for how these actors take legally sufficient action with respect to their business entities.
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**. Any changes to this schedule will be communicated in class or via class email or Blackboard announcement. Additional readings and activities may be added by direction from the instructor in class and documented on Blackboard. The instructor will post comprehensive power point outlines for each topic on Blackboard after each class discussion. These outlines may be used as preparation for the scheduled exams.

Timeline	Topics
January 17	Formation and Internal Relations of General Partnerships; Insider Trading
January 24	Operation and Dissolution of General Partnerships
January 31	Limited Partnerships and Limited Liability Companies
February 7	Nature and Formation of Corporations; Financial Structure of Corporations
February 14	Review for Exam One
February 21	Exam One
February 28	Management Structure of Corporations
March 7	Fundamental Changes of Corporations
March 21	Intellectual Property Law
March 28	Employment Law; Review for Exam Two
April 4	Exam Two
April 11	Securities Regulation
April 18	Environmental Law
April 25	Product Liability
May 2	Final Exam Review
May 9	Reading Day
May 16	Final Exam

Course Evaluation Methods

This course will utilize the following instruments to determine student grades and proficiency of the learning outcomes for the course.

Exams and Assignments: - three *written tests* of multiple-choice, true-false, and essay questions, designed to measure knowledge of presented course material, and three *assignments*, which are described below.

Grading Matrix:

Instrument	Value (percentages)	Total
Exam One (100 pts)	25%	25%
Exam Two (100 pts.)	25%	25%
Exam Three (100 pts.)	25%	25%
Assignments 1, 2, 3 (See Below)	33-1/3 pts. ea. (25%)	25%

TOTAL:		100%
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Assignment 1: Written analysis of “Taking Sides” problem for Management Structure of Corporations (Due March 7)

Assignment 2: Written analysis of “Taking Sides” problem for Securities Regulation (Due April 18)

Assignment 3: Written discussion on ethical dilemma: “When Should a Company Order a Product Recall?” (Due May 2)

Grade Determination

A = 400 – 360 pts; i.e.90% or better

B = 320 – 359 pts; i.e.80 – 89 %

C = 280 – 319 pts; i.e.70 – 79 %

D = 240 – 279 pts, i.e.60 – 69 %

F = 239 pts or below; i.e. less than 60%

University Policies and Procedures

Students with Disabilities (ADA Compliance): The University of North Texas at Dallas makes reasonable academic accommodation for students with disabilities. Students seeking accommodations must first register with the Disability Services Office (DSO) to verify their eligibility. If a disability is verified, the DSO will provide you with an accommodation letter to be delivered to faculty to begin a private discussion regarding your specific needs in a course. You may request accommodations at any time, however, DSO notices of accommodation should be provided as early as possible in the semester to avoid any delay in implementation. Note that students must obtain a new letter of accommodation for every semester and must meet/communicate with each faculty member prior to implementation in each class. Students are strongly encouraged to deliver letters of accommodation during faculty office hours or by appointment. Faculty members have the authority to ask students to discuss such letters during their designated office hours to protect the privacy of the student. For additional information see the Disability Services Office website at <http://www.untDallas.edu/disability>. You may also contact them by phone at 972-338-1777; by email at UNTDdisability@untDallas.edu or at Founders Hall, room 204. (UNT Policy 7.004)

Course Evaluation Policy: Student’s evaluations of teaching effectiveness is a requirement for all organized classes at UNT Dallas. 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 am very interested in the feedback I get from students, as I work to continually improve my teaching. I consider students’ evaluations to be an important part of your participation in this class.

Assignment Policy: According to the instructor’s discretion while working in concert with the division/program’s guidelines).

Exam Policy: Exams should be taken as scheduled. No makeup examinations will be allowed except for documented emergencies (See Student Handbook). Each exam will 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. You’re encouraged to take class notes, however, open laptop computers or cellphones will not be used during class, without the instructor’s permission, to prevent an environment of disruption or distraction. 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.

Academic Integrity: Academic integrity is a hallmark of higher education. You are expected to abide by the University’s code of Academic Integrity 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 Academic Integrity (Policy 7.002) at http://www.untDallas.edu/sites/default/files/page_level2/pdf/policy/7.002%20Code%20of%20Academic_Integrity.pdf Refer to the Student Code of Student Rights, Responsibilities and Conduct at http://www.untDallas.edu/sites/default/files/page_level2/hds0041/pdf/7_001_student_code_of_conduct_may_2014.pdf Academic dishonesty includes, but is not limited to, cheating, plagiarizing, fabrication of information or citations,

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facilitating acts of dishonesty by others, having unauthorized possession of examinations, submitting work of another person or work previously used without informing the instructor, or tampering with the academic work of other students. In addition, all academic work turned in for this class, including exams, papers and written assignments must include the following statement: "*On my honor, I have not given, nor received, nor witnessed any unauthorized assistance that violates the UNTD Academic Integrity Policy.*"

Bad Weather Policy: Campus facilities will close and operations will be suspended when adverse weather and/or safety hazards exist on the UNTD campus or if travel to the campus is deemed dangerous as the result of ice, sleet or snow. In the event of a campus closure, the Marketing and Communication Department will report closure information to all appropriate major media by 7 a.m. That department will also update the UNTD website, Facebook and Twitter with closing information as soon as it is possible. For more information please refer to <http://www.untDallas.edu/police/resources/notifications>

Attendance and Participation Policy: The University attendance policy is in effect for this course. Please refer to Policy 7.005 Student Attendance at <http://www.untDallas.edu/hr/upol>. Class attendance and participation are expected because the class is designed as a shared learning experience and because essential information not in the textbook will be discussed 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 are essential to the integration of course material and your ability to demonstrate proficiency. Students are responsible to notify the instructor if they are missing class and for what reason. Students are also 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 he or she is absent.

Diversity/Tolerance Policy: Students are encouraged to contribute their perspectives and insights to class discussions. However, offensive and 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 Dean of Students as the instructor deems appropriate. (UNTD Policy 7.001)