

University of North Texas at Dallas
Spring 2012
SYLLABUS

BLAW 4450: CORPORATION LAW 3Hrs	
Department of	Urban & Public Leadership
Division of	
Instructor Name:	Tim Haggard
Office Location:	Founders Hall, Room 302A
Email Address:	tim.haggard@unt.edu
Office Hours:	6 to 7 p.m. Thursdays or by appointment
Virtual Office Hours:	None at this time
Classroom Location:	Founders Hall, Room 241
Class Meeting Days & Times:	Thursdays 7-9:50 p.m.
Course Catalog Description:	A course developing the law concerning the powers, duties and responsibilities of corporate managers to their organizations, to investors, to creditors, to the state and to the general public under state corporation codes and state and federal securities legislation.
Prerequisites:	None
Co-requisites:	None
Required Text:	The Law of Corporations in a Nutshell, 6th edition, by Robert W. Hamilton – West Group Understanding Securities Law, 5th edition, by Marc Steinberg – Lexis Publishing
Recommended Text and References:	To be assigned throughout semester
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 this course is to increase awareness of corporate law so that you will become a more knowledgeable person regarding corporate formation, public and private corporations, financing of corporations, shareholder rights and the powers, duties and obligations of directors and officers. Federal Securities Law will also be explored to gain an understanding as to appropriate corporate disclosures to maintain public confidence in securities markets and to facilitate financing.
Learning Objectives/Outcomes: At the end of this course, the student will	
1	Be able to communicate, both orally and in writing, an understanding of corporate formation and structure, the rights, powers and duties of the participants in the organization, and the financing of the corporation.
2	Demonstrate the ability to articulate corporate legal principals and discuss how those principals impact the organization.
3	Define the rights, powers and duties of the participants in the organization.
4	Identify corporate legal issues and how to more effectively resolve or manage corporate disputes.

Course Outline

This schedule is subject to change by the instructor. Any changes to this schedule will be communicated by the instructor during class.

TOPICS	TIMELINE
1. Introduction to Corporations and other types of business organizations – Hamilton, Chapter 1.	Week of 1/17/12
2. The Corporation in Theory and Corporate Formation – Hamilton Chapters 2 and 3.	Week of 1/23/12
3. Pre-incorporation Transactions and Distribution of Powers – Hamilton Chapters 4 and 5.	Week of 1/30/12
EXAM ONE BEGINNING OF 2/09/12 CLASS	Week of 2/06/12
4. Shareholders – Hamilton Chapter 6.	Week of 2/06/12
ASSIGNMENT ONE PROVIDED DUE ON 2/23/12	Week of 2/06/12
5. Officers and Directors – Hamilton Chapters 7 and 8	Week of 2/13/12
6. Fiduciary Duties – Hamilton Chapter 9	Week of 2/20/12
7. Fiduciary Duties – Hamilton Chapter 9	Week of 2/27/12
EXAM TWO BEGINNING OF 3/08/2012 CLASS	Week of 3/05/12
8. Close Corporations -- Hamilton Chapter 10	Week of 3/05/12
ASSIGNMENT TWO PROVIDED DUE ON 3/29/2012	Week of 3/05/12
9. Close Corporations – Hamilton Chapter 10	Week of 3/12/12
10. Financing the Corporation and Dividends – Hamilton Chapters 12 and 13	Week of 3/26/12
11. Derivative Litigation and Fundamental Corporate Changes -- Hamilton Chapters 15 and 16	Week of 4/02/12
EXAM THREE BEGINNING OF 4/12/12 CLASS	Week of 4/09/12
12. Public Corporations, Introduction to Securities and Definition of a “Security” – Hamilton Chapter 11, Steinberg Chapters 1 and 2	Week of 4/16/12
13. Public Corporations, Introduction to Securities and Definition of a “Security” – Hamilton Chapter 11, Steinberg Chapters 1 and 2	Week of 4/18/12
14. Disclosures, Materiality, Sarbanes-Oxley and Affirmative Disclosure Obligations – Hamilton Chapter 11, Steinberg Chapter 5 and 11	Week of 4/23/12
15. Due Diligence, Sections 10(b) and 16(b) of the Securities Act of 1934, SEC Rule 10b-5 and related liability issues – Steinberg Chapters 7 and 8, Hamilton Chapter 14	Week of 4/30/12
FINAL EXAM MAY 10, 2012 7 to 9 p.m.	May 10, 2012 7 - 9 p.m.

Course Evaluation Methods

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

Exams – There will be a total of four exams during the semester, including a comprehensive final exam. The exams will be multiple choice, short answer and essay. The written tests will be designed to measure knowledge of presented course material.

Assignments – The written assignments will be designed to supplement and reinforce course material.

Class Participation – The class participation will measure daily attendance, class preparation and participation in class discussions.

Grading Matrix:

Instrument	Value (points or percentages)	Total
Assignments	2 assignments at 35 points each	70
Three Exams	3 exams at 100 points each	300
Class Participation/ Discussion	30 points	30
Final Exam	200 points	200
Total:		600

Grade Determination:

A = 600 – 540 pts; i.e. 90% or better

B = 539 – 480 pts; i.e. 80 – 89 %

C = 479 – 420 pts; i.e. 70 – 79 %

D = 419 – 360 pts; i.e. 60 – 69 %

F = 359 pts or below; i.e. less than 60%

University Policies and Procedures

Students with Disabilities (ADA Compliance):

The University of North Texas Dallas faculty is committed to complying with the Americans with Disabilities Act (ADA). Students' with documented disabilities are responsible for informing faculty of their needs for reasonable accommodations and providing written authorized documentation. For more information, you may visit the Office of Disability Accommodation/Student Development Office, Suite 115 or call Laura Smith at 972-780-3632.

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 am very interested in the feedback I get from students, as I work to continually improve my teaching. I consider the SETE to be an important part of your participation in this class.

Assignment Policy:

Assignments are due on the date mentioned in the above schedule. The assignments are due at 7:00 p.m. on the due date. Late work is not accepted unless prior arrangements are made with the instructor.

Exam Policy:

Exams should be taken as scheduled. No makeup examinations will be allowed except for documented emergencies (See Student Handbook).

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.

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 Campuses 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. 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 is 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.