

**University of North Texas at Dallas
Spring 2014
SYLLABUS**

BLAW 4450D: Corporation Law 3 Hrs

Department of Finance, Insurance, Real Estate and Law		Division of Urban & Professional Studies	
Instructor Name:	Lawrence G. Newman		
Office Location:	Founders Hall, Room 302A		
Office Phone:	(214) 522-7444		
Email Address:	lgn@newman-law.com		
Office Hours:	By appointment only Thursdays 6:00 - 7:00 P.M.		
Virtual Office Hours:	<i>Upon request</i>		
Classroom Location:	FH – 243		
Class Meeting Days & Times:	Thursdays 7:00 P.M. – 9:50 P.M.		
Course Catalog Description: The goal of this course is to increase awareness of corporate and business entity law, including choice of entity, entity 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, including appropriate disclosures to maintain public confidence in securities markets and to facilitate financing.			
Prerequisites:	None		
Co-requisites:	None		
Required Text:	Business Law and the Regulation of Business, 11 th Edition by Mann and Roberts, South Western Educational Publishing		
Recommended	To be decided.		

Text and References:	
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@fheg.follett.com
Course Goals or Overview:	
	The goal of this course is to increase awareness of corporate and business entity law, including choice of entity, entity 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, including appropriate 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 delivery of written changes from the Instructor.

Assignments: Read and be prepared to discuss the following chapters on the specified dates:

TOPICS	TIMELINE
1. Chapter 30, Choice of Entity, Formation and General Relationships of General Partnerships	Jan. 16
2. Chapter 31, Operation and Dissolution of General	Jan. 23

Partnerships	
3. Chapter 32, Limited Partnerships and Limited Liability Companies	Jan. 30
4. Chapter 33, Nature and Formation of Corporations	Feb. 6
5. Chapter 34, Financial Structure of Corporations	Feb. 13
6. Chapter 39, Securities Regulation	Feb. 20
7. Review and Practice Exam	Feb. 27
8. EXAM ONE (Covering Chapters 30-34, 39)	March 6
	SPRING BREAK March 10-16
9. Chapter 35, Management Structure of Corporations	March 20
10. Chapter 35 cont'd	March 27
11. Chapter 36, Fundamental Changes of Corporations	April 3
12. Chapters 28, Relationship of Principal and Agent, and Chapter 29, Relationships with Third Parties	April 10
13. Chapter 40, Intellectual Property	April 17
14. Chapters 46, International Business Law	April 24
15. Review and practice exam; ALL ESSAYS DUE	May 1
16. FINAL EXAM (Covering Chapters 35, 36, 28, 29, 40, 46)	May 8

Course Evaluation Methods and Grading:

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

Mid-Term and Final Exams - *written tests of multiple-choice, true-false, and/or essay questions designed to measure knowledge of presented course material. Each exam will be graded up to 100 (plus any bonus points). Grades on the Mid-term and Final Exams will be 40% of the final grade each.*

In lieu of quizzes we will have team discussion/competition/participation on the questions at the ends of the chapters. ***Please read and be prepared to discuss the questions at the end of each chapter.*** *Everyone who is prepared and actively participates will earn a grade of 100, which will be 20% of the final grade. If you do not prepare, attend class, and actively participate, you*

will not be able to get a 100.

Students can earn extra credit and increase the final grade of up to 5 points by completing and turning in an essay before the final exam on a topic chosen by the student and approved by the instructor or chosen by the instructor related to the material covered in the class. No page minimum or limit, but thoughtfulness, thoroughness, and quality of writing will be considered in the amount of extra credit. Must be typewritten or legible printing or writing.

Grading Matrix:

Instrument	Grade	Percent of Final Grade
Exam One (Mid-Term)	100	40%
Essay extra credit	Up to 5 points of Final Grade	
Final Exam	100	40%
Team Discussion/Competition/Participation	100	20%

Final Grade Determination:

- A = 90-100
- B = 80-90
- C = 70-80
- D = 60-70
- F = below 60

Grading Example:

Mid-term exam grade	77 times 40% equals 30.8
Final exam grade	91 times 40% equals 36.4
Participation	100 times 20% equals <u>20.0</u>
Grade	87.5
Essay Extra Credit	5
Final Grade	92.5

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 within the first week of class 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.

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/or essay questions, and will cover preceding material from both reading assignments and class discussions. All exams, including the Final Exam, will each be worth 100 points. You're encouraged to take class notes. Electronic devices used for other purposes computers will not be permitted during class to prevent an environment of disruption or distraction. If you arrive late on exam day and another student has completed the exam and left the classroom, you will not be permitted to take the exam.*

The Final Exam will include material covered during the second half of the semester and, with no exceptions, must be taken only at the time, date and place published by the University. You will not be permitted to take the exam if you arrive in class more than 30 minutes after the scheduled starting time for the Final 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 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.

Classroom Behavior:

As adults, students are expected to be respectful of 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 pagers or cell phones. **All electronic devices are to be turned off during class except for class assignments.***
- 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 to the distraction of the other students.*
- 5. Speaking out in the class 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.*
- 7. Using vulgar, offensive language or actions that detract from a learning environment.*
- 8. Engaging in conduct of personal grooming.*

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. Information will be presented in class to prepare you for exams. Class participation counts for 20% of

your final grade. 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.

Seating Chart:

A seating chart will be prepared to assist the Instructor in recognizing you during class discussions. When the seating chart is passed out, please sign your name in the seat where you're sitting that day. The Seating Chart will be used to return graded exams, to take roll, and to make notes of early departures.

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 student.*