



TEXAS SOUTHERN UNIVERSITY
THURGOOD MARSHALL SCHOOL *of* LAW

BUSINESS ASSOCIATIONS

LAW 640/SECTION 2

FALL 2021

PROF. PETER MARCHETTI

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THE PROFESSOR

NAME: Peter Marchetti

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LOCATION: 236H

OFFICE HOURS: Tuesdays & Thursdays: 10:00-11:30 a.m.; 2:00p.m. to 5:00p.m. (All other times by appointment only)

NOTE FROM THE PROFESSOR:

Feel free to email, text, or call me with any questions. My contact information is listed above. If you email me, **please include a phone number** at which you can be reached in your email. In many cases, it is much more efficient to answer (or discuss) questions over the phone. You may contact me or make an appointment to speak with me at times other than my office hours set forth above (I generally maintain an open door policy). If you have any news reports etc. or any personal or professional experiences that seem to bear on the course material, I'd appreciate it if you'd pass them on to me. Please also feel free to contact me if you have questions about commercial law, business law, or bankruptcy law beyond the course, or after the course is over.

COURSE BOOKS & MATERIAL

Required Text(s):

Cases and Materials on Corporations and Other Business Entities: A Practical Approach.
Author: Prof. Lee Harris

Suggested Secondary Materials/Study Aids:

1. Siegel's: Corporations and Other Business Entities: Essay and Multiple Choice Questions and Answers (Aspen publishers)
2. Questions & Answers: Business Associations. Author: Douglas M. Branson
3. Corporations: Examples & Explanations. Author: Alan Palmiter

COURSE DESCRIPTION & LEARNING OBJECTIVES

DESCRIPTION:

In this 3 credit course, students will learn about the law of Agency and the law governing Partnerships, Corporations, Limited Liability Companies and other entities.

LEARNING OBJECTIVES:

To read and understand relevant statutes and case law that apply to Agency, Partnerships, Corporations, Limited Liability Companies and other entities.

To analyze complex fact patterns and properly apply the relevant provisions of the law thereto.

To learn the relevant portions of the law for the Bar Exam.

To provide a starting point for enabling the members of the class, after they are admitted to practice, to give meaningful counsel to business clients.

STUDENT LEARNING OUTCOMES

1. To identify the applicable source of law that applies to a specific fact pattern.
2. To state the applicable legal rule(s) (i.e. the “Black Letter Law”), including all elements and exceptions.
3. To learn to properly *apply* the applicable Black Letter Law to a specific fact pattern.
4. To make and/or anticipate sound legal arguments on both sides of an issue.
5. To appreciate the importance of precise language and good drafting.
6. To read and understand applicable statutes.
7. To convey your understanding of the above both orally and in writing.
8. To develop and utilize critical thinking skills and analytical skills in a rigorous environment.

EVALUATION TOOLS FOR EVALUATING LEARNING OUTCOMES

Throughout the course, students will be required to:

1. Read, analyze and respond to complex problems sets.
2. Read, analyze and prepare written essays to practice Essay Questions and to Texas Bar-Styled Essay Questions.
3. Complete a Midterm Exam and a Final Exam.



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GRADING

Midterm Exam: 20%

Final Exam: 80%

100% (as may be adjusted for class participation as described herein).

EXAM FORMAT

The Midterm Exam will consist of one or more written essay question(s). It will be a timed exam with an approximate duration of one hour.

The Final Exam will consist of either: (i) a combination of: (a) multiple choice questions; and (b) one or more written essay question(s); or (ii) an all multiple choice exam. It will be a timed exam with an approximate duration of three hours.

ACCOMMODATIONS

An “accommodation” is defined for these purposes as any student request for deviation from the time, date or circumstances under which schedule graded assignments are administered. Students must apply to and be granted WRITTEN accommodation by the DEAN’S OFFICE if he/she will not be in attendance for any graded assignment or test (e.g., graded quiz and midterm/final exams). Once granted, the professor must receive official confirmation from the DEAN’S OFFICE of any ALTERNATIVE DATES or accommodated changes that have been granted to the student. All requests for ACCOMMODATIONS must be handled by the Dean’s office rather than by the professor. ORAL CONVERSATIONS made with EITHER the professor or the DEAN’S OFFICE ARE NOT BINDING.

Students requesting accommodations may do so through the Office of Student Affairs.

PARTICIPATION, ATTENDANCE & PROFESSIONALISM

Participation

You are expected to act professionally in the classroom, which requires lively and courteous discussion and debate. This includes but is not limited to being prepared for class (you have already read and thought about the assigned materials for the day's class), participating in a civilized discussion, actively listening to the lecture and discussion, fairly considering the viewpoints of others, and allowing others to adequately express those viewpoints.

As class participation is a very important part of this course, I may, in my sole discretion: (i) raise a student's grade by up to one full letter grade for exceptional class participation; or (ii) lower a student's grade by one full letter grade for exceptionally poor class participation.

Poor class participation constitutes unprofessional or improper conduct, including, without limitation, the following:

Being unprepared when called on

Any in-class disruptive conduct

Attendance

You should be aware of the Attendance Policy in the Student Handbook. Attendance will be taken via a sign-in sheet at the beginning of each class.

Please also see the Thurgood Marshall School of Law Covid-19 Information Sheet which has (or will be) distributed to you.



THURGOOD MARSHALL SCHOOL OF LAW

TEXAS SOUTHERN UNIVERSITY
ACADEMIC CALENDAR 2021 – 2022

FALL SEMESTER 2021

FALL SEMESTER 2021 (SEVENTY DAYS OF CLASSES)

Orientation	Monday-Friday	August 9-13, 2021
First Day of Class	Monday	August 16, 2021
Last Day to ADD/DROP	Wednesday	August 18, 2021
Labor Day (NO CLASSES)	Monday	September 6, 2021
<i>Purge of all unpaid course selections</i>	Wednesday	September 15, 2021
Mid Term Examinations	Mon – Fri	October 11-15, 2021
Last Day to Drop a Class	Friday	November 5, 2021
Last Day of Classes	Tuesday	November 23, 2021
First Year Professors' Grades due	Tuesday	November 23, 2021
Reading Period	Wed	November 24, 2021
Thanksgiving Holiday	Thurs – Fri	November 25-26, 2021
Reading Period	Sat- Sun	November 27-28, 2021
Final Examinations	Monday - Friday	November 29-Dec. 10, 2021
Commencement Exercises	Saturday	December 11, 2021

Please note that the calendar events and /or dates are subject to change.

POLICIES & PROCEDURES

Laptop & Cell Phone Policy

You may use laptop computers in class, provided, however, that such use is not disruptive or disrespectful to your fellow students. Such disruptive or disrespectful use of your laptop may result in your losing the right to use your laptop computer for the remainder of the class and may result in your being marked absent (without excuse) for the class.

Please turn off your cell phones and any other electronic communication devices (or set them to "silent or vibrate") while you are in class. If you expect to be contacted for a legitimate emergency while in class, please let me know prior to class to make appropriate arrangements. Also, if you must take or make an emergency call during class, please leave the room discreetly to do so.

Recording of Classes

You are authorized to record our classes for your personal use only. You are not authorized to post recordings/podcasts to the internet (including a personal blog accessible by others).

READING ASSIGNMENTS

*SUBJECT TO REVISION OR AMENDMENT IN PROFESSOR'S SOLE DISCRETION

Time permitting, we will aim to cover one assignment per session. In addition, time permitting, we may take some time to explore related material. Please skip all cases that are not covered in my power point slides. The following schedule is not set in stone. At times we move faster or slower in our coverage of the material.

<u>Topic</u>	<u>Harris Book</u>
Introduction/Agency	Weeks 1 & 2: Chapter 1 Skip the following cases: (i) Watteau v. Fenwick; and (ii) Hoddeson v. Koos Bros.
General Partnerships	Week 3: Chapter 2 Skip the following cases: Kovacic v. Reed
Corporate Formation	Week 4: Chapter 5
Shareholder Liability & Rights (Piercing the Corporate Veil & Shareholder Voting)	Week 5: Chapter 9 Skip the following cases: (i) Wisconsin Investment Board v. Peerless; and (ii) Shreiber v. Carney
Fiduciary Duty of Care & The Business Judgment Rule	Week 6: Chapter 6
Exceptions to the Business Judgment Rule	Week 7: Chapter 7
Fiduciary Duty of Loyalty	Week 8: Chapter 8



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Intro to M&A	Week 9: Chapter 14
Defensive Measures Closely Held Entities	Week 10-11: Chapter 15; Closely Held Entity material will be distributed and is not in the course book.
Limited Liability Companies & Limited Partnerships	Week 12: Chapters 3 & 4
	Remaining Time: TBD

Syllabus Subject to Change

This Syllabus is not a contract. I retain my right to amend or supplement this Syllabus at any time in my sole discretion.