

**Texas Southern University  
Thurgood Marshall School of Law**

**Contracts Syllabus  
Fall 2017**

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Our brains evolved to learn by doing things, not by hearing about them. This is one of the reasons that, for a lot of skills, it's much better to spend about two thirds of your time testing yourself on it rather than absorbing it. There's a rule of two thirds. If you want to, say, [learn] a passage, it's better to spend 30 percent of your time reading it, and the other 70 percent of your time testing yourself on that knowledge.

Dan Coyle, author of *The Talent Code*

## **Course Description**

The course is designed to introduce students to the law governing contractual obligations. It deals with the formation, terms, performance, and breach of contracts. It also deals with the defenses to contractual obligations and the remedies available for the breach of contracts. It further covers the promise-based and reliance-based alternatives to contractual liability.

## **Course Objectives**

The course objectives are as follows:

- To introduce students to the law governing contractual obligations.
  
- To assist students in learning how to read and analyze judicial decisions. In this regard, emphasis will be placed on how to analyze facts, identify legal issues, and synthesize legal materials.
  
- To strengthen students' critical analysis and problem solving skills.
  
- To provide students with skills necessary to research and solve contractual problems.

## **Learning Outcomes**

At the conclusion of the course, students should be able to do the following:

- Evaluate the facts presented by a client to determine the key legal issues to be researched.
  
- Understand the interaction between the common law and statutory law in regulating contracts.
  
- Understand the elements of a valid contract.
  
- Explain how to determine the terms of a contract and the scope of the obligations of the parties to a contract.
  
- Explain the elements that might limit or vitiate contractual obligations.
  
- Understand how to determine whether a party has breached its contractual obligations.
  
- Advise a client about the remedies and defenses available in breach of contract cases.

## **Course methodology**

The course will be taught using a modified Socratic method. The question and answer model will be supplemented with lectures and classroom activities.

The course will be primarily taught through case analysis. Cases will be assigned for each class. Students are required to read the assigned materials and to be prepared to answer questions arising from them.

I will give lectures to highlight important principles of law, to provide a structure for class discussions, to summarize principles already taught, and to provide a map of crucial aspects of the course.

Students will be required to participate actively in class discussions. Class participation will account for 10% of the final grade. Please note that to be eligible to receive points for class participation, you must complete the BarBri Amp program in accordance with a schedule that I will notify during the academic year and complete all tutorial assignments.

My primary responsibility is to assist students in learning the course materials. I will assist students in finding the answers to their questions. It is important to bear in mind that a good lawyer is not necessarily one who has an encyclopedic knowledge of the law, but one who understands the fundamentals and methodology of the law, and who has the skills for researching legal problems and finding creative solutions to them.

## **Requirements**

The following are expected of students in this course:

- Class Preparation: Students must read assigned materials and attempt assigned problems.
  
- Tutorial Participation: Students are required to attend all course tutorials and to complete all tutorial assignments.
  
- Active Participation: The teaching methodology for this course is based on the assumption that students learn best when they read critically and participate actively in classroom activities. Readings are assigned for each class. From time to time particular students may be selected to provide an overview of cases or to provide answers to assigned problems. Class participation will be graded based on class attendance, preparation for class, contributions to class discussions, and participation in class activities.
  
- Professionalism: Students are required to conduct themselves professionally, both in relation to the professor and in relation to each other.

## **Class Attendance**

Class attendance is mandatory. No student will be allowed into the class after the scheduled time for the commencement of the class. Any student who fails to be present at the commencement of class will be counted as absent for that class period. Additionally, any student found to be disruptive in class will be excused from class and counted as absent for

that class period.

Please note that the grade reduction rule for excessive absences from classes will be enforced. Furthermore, class attendance will be taken into account in assessing the points for class participation.

Please read carefully the TMSL Students Rules and Regulations Handbook. Section 9 of the handbook provides, *inter alia*:

“Class attendance is required of all students. Excessive absence from classes may result in the following: (a) administrative withdrawal from the course; or (b) grade reduction of up to two letter grades in courses required to be taken in sequence (where a student may not be withdrawn from a class).”

### **Computer Use Policy**

Students are permitted to use their computers during class meetings. However, computers are to be used for note taking only. Other uses are prohibited. Each violation of this rule will lead to a reduction in the class participation points of the affected student.

### **Examination**

There will be four examinations in this course. In the fall semester, there will be a mid-term and a final examination. In the spring semester, there will also be a mid-term and a final examination. You should note that the comprehensive examination for Contracts is held at the end of the spring semester.

All examinations for this section of Contracts will be closed book. No materials will be allowed inside the examination hall. Cell phones and similar electronic devices will not be allowed inside the examination hall.

The examinations for this section of Contracts are designed to test knowledge of the basic principles of contract law and ability to analyze and solve basic legal problems. Students are required to refer to relevant judicial decisions in answering the examination questions. Answers should contain a statement of the issues, the applicable rules, an application of the rules to the issues, and a conclusion. Points will be awarded for organization, clarity of presentation, knowledge of applicable rules, and analytical ability.

### **Cumulative Course Grade**

The points for the professor’s part of your final grade will be computed as follows:

Class Participation:	10%
Fall Mid-term Examination:	10%
Fall Final Examination:	20%
Spring Mid-Term Examination:	20%
Spring Final Examination:	40%

## **Consultation**

My formal office hours are as follows:

- Mondays, Wednesdays, and Fridays: 10 am – 12 noon.
- I will also be available for consultation outside these hours by appointment.

## **Course Materials**

- Blum & Bushaw, *CONTRACTS: CASES, DISCUSSION, AND PROBLEMS* (4th ed. 2017).

## **TSU Blackboard**

You are required to register for this course on the TSU Blackboard website (<http://texsu.blackboard.com>). Please ensure that you change the default email address from your student email address to your personal email address.

## **Reading Assignments**

A tentative list of reading assignments for the fall semester is annexed to this syllabus. Please note that the list is intended as a guide and is subject to modification at the discretion of the professor.

## APPENDIX READING ASSIGNMENTS

DATE	TOPIC	TEXT PAGES
Aug. 21	INTRODUCTION	
Aug. 23	INTRODUCTION TO THE STUDY OF CONTRACT LAW	1-20
Aug. 25	INTRODUCTION TO REMEDIES	21-32
Aug. 28	AN INTRODUCTION TO ARTICLE 2	33-61
Aug. 30	CONTRACTUAL ASSENT AND THE OBJECTIVE TEST I	63-81
Sept. 1	CONTRACTUAL ASSENT AND THE OBJECTIVE TEST II	81-99
Sept. 4	<b>LABOR DAY</b>	
Sept. 6	THE OFFER	101-128
Sept. 8	ACCEPTANCE I	131-148
Sept. 11	ACCEPTANCE II	148-164
Sept. 13	ACCEPTANCE III	164-178
Sept. 15	<b>REVIEW</b>	
Sept. 18	BATTLE OF FORMS	181-200
Sept. 20	LATE NOTICE OF STANDARD TERMS	201-223
Sept. 22	PRELIMINARY, INCOMPLETE & INDEFINITE AGREEMENTS	225-247

Sept. 25	PRELIMINARY, INCOMPLETE & INDEFINITE AGREEMENTS, CONT'D	247-254
Sept. 27	<b>REVIEW</b>	
Sept. 29	THE STATUTE OF FRAUDS UNDER THE COMMON LAW	255-276
Oct. 2	THE STATUTE OF FRAUDS UNDER THE UCC	276-281
Oct. 4	CONSIDERATION I	283-303
Oct. 6	CONSIDERATION II	303-321
Oct. 9	CONSIDERATION III	321-331
Oct. 11	CONSIDERATION IV	331-338
Oct. 13	<b>REVIEW</b>	
Oct. 16	<b>REVIEW / PRACTICE</b>	
Oct. 18	<b>REVIEW / PRACTICE</b>	
Oct. 20	<b>MID-TERM EXAMINATION</b>	
Oct. 23	PROMISSORY ESTOPPEL I	341-363
Oct. 25	PROMISSORY ESTOPPEL II	364-388
Oct. 27	<b>REVIEW</b>	
Oct. 30	OPTIONS AND FIRM OFFERS	289-400
Nov. 1	UNJUST ENRICHMENT AND MATERIAL BENEFIT DOCTRINES	403-425
Nov. 3	MISREPRESENTATION I	427-450
Nov. 6	MISREPRESENTATION II	451-466
Nov. 8	<b>REVIEW</b>	
Nov. 10	<b>VETERANS DAY</b>	
Nov. 13	DURESS	466-487

Nov. 15	UNDUE INFLUENCE; UNCONSCIONABILITY	487-516
Nov. 17	ILLEGALITY AND PUBLIC POLICY	519-541
Nov. 20	MINORITY	541-556
Nov. 22	MENTAL INCAPACITY	557-567
Nov. 24	<b>THANKSGIVING HOLIDAY</b>	
Nov. 27	<b>REVIEW</b>	
Nov. 29	<b>REVIEW</b>	