



TEXAS SOUTHERN UNIVERSITY  
THURGOOD MARSHALL SCHOOL *of* LAW

\* **PLS ADD IN CURRENT CALENDAR ON PG 13**

# SYLLABUS

## COMMERCIAL LAW

LAW 610

FALL 2019

PROFESSOR SALLY TERRY GREEN

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## THE PROFESSOR

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**LOCATION:** Room 231B

**OFFICE HOURS:** Tuesday, Wednesday, Thursday  
2:30-4:00p  
**(Other times are always available by appointment)**

### MY TEACHING PHILOSOPHY:

I started teaching after practicing corporate tax law for five years because I wanted to make an impact on people's lives. I excelled in writing and recognized that critical thinking and writing were essential skills that all lawyers should possess. Twenty years later, I strive to create an environment in commercial law where all students can comprehend complex statutory concepts and develop bar readiness competencies.

My approach is to steward students through the development of skills and provide as many opportunities as possible to practice those skills. Providing feedback will hopefully give each of you an opportunity to be individually reflective of your growth. We are blessed with the top students from previous semesters who work with me as a team to make sure that each student is supported in their learning process.

Finally, I believe that students who have mastered "active learning" are the most successful. This means that having an ongoing dialogue about any issues, questions, or flat out confusion is crucial. Feel free to email me. My tutors and I will work diligently to provide timely responses.

**I HAVE ESTABLISHED A TWEN PAGE FOR THIS COURSE. PLEASE REGISTER/ADD THE COURSE WITH AN ACCURATE EMAIL ADDRESS IMMEDIATELY.**

**I SEND EMAILS VIA TWEN REGULARLY SO CHECK YOUR EMAIL DAILY!!  
IF YOU HAVE PROBLEMS WITH THIS PROCESS, PLEASE NOTIFY ME.**

## COURSE BOOKS & MATERIAL

- (1) Douglas Whaley, Problems and Materials on Commercial Law, **11<sup>th</sup> edition (ISBN: 978-1-4548-6334-2)**
- (2) Mann, Warren, Westbrook, Aspen Publishers, Comprehensive Commercial Law Statutory Supplement

## **COURSE DESCRIPTION & OBJECTIVE**

### **DESCRIPTION:**

This course is a 4-credit course covering Sales and Secured Transactions. We will address the principles and practices of the Uniform Commercial Code focusing on Articles 2 and 9 that are those areas primarily covered on the Texas Uniform Bar Exam. UCC Article 2 will focus on the four areas that substantially differ from common law contracts such as UCC §2-207 (“Battle of the Forms” provision); UCC §2-205 (the “Merchants Firm Offer” provision); UCC §2-209 (the “Good Faith Modification” provision) and UCC §2-601 (the “Perfect Tender Rule”). Likewise, this portion of the course will also cover Warranties and other areas of Article 2 that are generally tested on the Uniform Bar Exam. The Course Methodology is designed to address the Learning Outcomes stated below using the Evaluation Tools outlined.

### **OBJECTIVE:**

The goal for this course is to teach students to read and comprehend relevant statutory language found in UCC Articles 2 and 9 (including the code provisions and the corresponding explanatory materials (Official Comments). Additionally, students will successfully reflect their understanding of the language by, first, identifying relevant legal issues raised in the Uniform Bar Exam-type fact scenarios and, second, providing comprehensive analysis of those issues.

## LEARNING OUTCOMES

Student Outcomes-- By the end of this course, students will be able to:	Evaluation Tool-- In furtherance of these outcomes, students will be required to:
<ul style="list-style-type: none"><li>• Read &amp; comprehend relevant statutory language (UCC Code provisions) and the corresponding explanatory materials (Official Comments).</li></ul>	<ul style="list-style-type: none"><li>• Read, prepare responses, &amp; offer interpretations of problem set Analyses as part of Class Participation.</li></ul>
<ul style="list-style-type: none"><li>• Prepare an essay that analyzes facts and application of rules and concepts used in Sales and Secured Transactions.</li></ul>	<ul style="list-style-type: none"><li>• Complete short essay quizzes given throughout the semester given in the respective areas that evaluate identification and analysis of Code concepts.</li><li>• Complete written analysis to Bar Format-type questions for Midterm and Final Exam.</li></ul>

## GRADING

(USE EXAM #S FOR ALL ASSIGNMENTS)

Midterm Exam	40%
FINAL EXAM	60%
	100%

**Extra Credit POP Quizzes and RETAKES:** 20 minutes short essay questions

Students will be given several opportunities to practice short essay written analysis that demonstrates their understanding of commercial law concepts. Extra credit points will be awarded based on completion of the following protocol.

Students will **take 5 POP quizzes** during class time. The goal for the POP essay quizzes is to give students even more practice writing and analyzing one or two issues through application of *facts* and *black letter law concepts from relevant code sections*.

**Students will receive up to 2 points on each quiz only after fulfilling the following requirements:**

1. Complete the **first draft** of the pop quiz when administered in class **for a participation grade equal up to 1 point maximum**. Completion of this first draft must represent a **good faith effort** (to be determined solely within the professor's discretion) in application of relevant black letter law to the facts.
2. **Meet during your assigned quiz viewing time** for review of your first draft.
3. Complete the **retake** of the quiz for possibly **earning up to 1 additional point** making a **good faith effort to improve** on your application of relevant black letter law to the facts based on the comments provided.

Students will **RETAKE** the *second* draft in-class pop quizzes during tutorial class time. The goal for the **RETAKE** opportunity is to give students yet another exercise in writing and analyzing one or two issues after they have received written comments.

Students **must** participate in "quiz viewings" **before** becoming eligible, upon **RETAKING** during tutorial, **to earn an additional 1 point**.

**\*\*Any pop quiz points earned by the student will be added to your total score at the end of the semester.**

**POP QUIZ POINTS ARE AWARDED ONLY IF ALL OF THE 3 REQUIREMENTS LISTED ABOVE ARE MET.**

**Policy for MISSED In-Class POP QUIZZES: THERE WILL BE NO MAKE-UP POP QUIZZES if you fail to attend class on a "pop quiz" day when the 1st draft is administered. If you miss an in-class quiz, you will NOT be able to retake it during tutorial.**

**Midterm and Final exam:** These exams will be in essay format.

## ACCOMMODATIONS

### Accommodations/Excused from Graded Quizzes or Tests, etc.

An “accommodation” is defined for these purposes as any student request for deviation from the time, date, or circumstances under which scheduled 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.

## **POLICIES & PROCEDURES**

### **NO LAPTOPS OR ANY CELL PHONE USE IN THE CLASSROOM!!**

Researchers, Pam Mueller and Daniel Oppenheimer, demonstrated that students who write out their notes on paper actually learn more. Even though students who used laptops took **more** notes, **studies have shown that those who wrote out their notes by hand had a stronger conceptual understanding and were more successful in applying and integrating the material than those who used took notes with their laptops.**

(Taken from: A Learning Secret: Don't Take Notes with a Laptop. Students who used long-hand remembered more and had a deeper understanding of the material. By Cindi May)

**All pagers and cell phones should be turned off during class. If you must be available for emergencies, please contact me in advance to arrange sitting near the door so you can make a quick and non-disruptive exit.**

### **NO PERMISSION TO LEAVE THE CLASSROOM AFTER LECTURE BEGINS**

Certainly, extenuating circumstances and emergencies occur that warrant leaving the classroom during a 50-70 minute time period. When such circumstances occur, feel free to notify me in advance, or provide justification for leaving if an emergency occurs.

### **UNLESS YOU HAVE RECEIVED PERMISSION IN ADVANCE, ONCE YOU LEAVE THE CLASSROOM, YOU MAY NOT RE-ENTER WHILE CLASS IS IN SESSION.**

### **TARDINESS NOT PERMITTED –NO CLASS ADMISSION**

**Tardiness** will **not** be permitted. Tardiness is determined based on the classroom clock, or if none is present, then the Professor's watch.

If it is **later than five minutes after the hour, then you will not be permitted to enter the classroom. An absence results.**

## **PARTICIPATION, ATTENDANCE & PROFESSIONALISM**

### **Class Participation:**

This course is a highly intensive, code- based course that requires your understanding and application of complex legal concepts as they are applied to anecdotal situations.

**Accordingly, student participation and attentiveness is imperative.**

Students will have ample opportunity to test their understanding of the Code rules of law through specially- constructed Problems in the Whaley textbook that will be addressed in every class.

Students will be called upon randomly throughout the semester and must be prepared to present assigned problems every class period.

### **Attendance Protocol:**

Attendance will be taken EVERY CLASS PERIOD through a Class Sign In Sheet. **It is your responsibility to make sure your signature appears on the Sign-In Sheet.**

Pursuant to the Course Methodology discussed in Part V above, students will be required to attend each class. Please contact me personally if you miss any class. **Tardiness will not be permitted and will be considered an ABSENCE. Extenuating circumstances can be submitted to me via email or by hard copy within 24 hours of the event.** See Student Rules of Matriculation for details on absences and grade reductions.

### **Professionalism:**

**Students are expected to demonstrate professionalism by adhering to the course policies and procedures explained on page 9 of this syllabus.**

In keeping with the professional school environment, students should remember to respect their fellow classmates and the Professor at all times.

Please refrain from excessive side conversations or other distracting conduct.

Please remember to turn off all cell phones.

Please refrain from departing during class instruction. It can be very disruptive given the classroom set up.

## READING ASSIGNMENTS

**NOTE: THIS IS A PROBLEMS BASED COURSE. CASE MATERIAL IN THE BOOK PROVIDE EXAMPLES OF COURSE CONCEPTS THAT THE PROFESSOR WILL, ON OCCASION, REFERENCE.**

**\*\*\*SUBJECT TO REVISION UPON PROFESSOR'S NOTICE**

<u>Sale of Goods</u>	<u>WHALEY BOOK</u>
<b>Introduction and Basic Concepts</b>	<b>WEEK ONE-<u>Chapters 1 &amp; 2</u></b> Problems Number 1-3, ( <b>skip</b> 4 and 5); ( <b>skip</b> Article 2A and CISG)
<b>Contract Formation</b>	<b>WEEK TWO and THREE-<u>Chapter 3</u></b> Problem Number 7 & 9 ( <b>skip</b> 8 and 10); 11-16 <b>Skip:</b> Parole Evidence
<b>Warranties</b>	<b>WEEK FOUR</b> <b><u>Chapter 4</u></b> Problem Number 18 a-c, 20 a-b; 21-30, 32-39; <b>(Skip</b> problems 19, 31, 40-47)
<b>Terms of the Contract</b>	<b>WEEK FIVE</b> <b><u>Chapter 5</u></b> Problem Number 48 ( <b>Skip</b> 49) 50-55 ( <b>Skip</b> 56-57)
<b>Performance of the Contract and Remedies</b>	<b>WEEK SIX</b> <b><u>Chapter 6</u></b> Problem Number 59-64, ( <b>Skip</b> 65-68) <b><u>Skip: Impossibility of Performance</u></b> <b><u>Chapter 7</u></b> 73, 75-76, 80 a-d, 81-84, 86 <b>(Skip</b> problems 74, 77-79 and problem 85)

<p align="center"><b><u>Secured Transactions</u></b></p> <p align="center">***Subject to Revision Upon Professor's Notice</p>	<p align="center"><b><u>WHALEY TEXT PAGES</u></b></p>
<p><b>Classification of Collateral, Security Agreement, Financing Statement</b></p>	<p><b>WEEK SEVEN</b>            Problem Number 300 (Skip 300(d), (f), (g), (j)) 301 (Skip 302); 303 (Skip (c),(d),(e), (g),(h)); (Skip 304), 305-311</p>
<p><b>Attachment</b></p>	<p><b>WEEK EIGHT</b>            Problem Number 312-321, 323-326</p>
<p><b>Perfection: Automatic, Possession, Filing, Temporary, Purchase Money Security</b></p>	<p><b>WEEK NINE</b>            Problem Number 327-328, 330-332, 335-337;  <b>READ pp. 1150-1151</b></p>
<p><b>Simple Disputes, Priority</b></p>	<p><b>WEEK TEN</b>            Problem Number 347-351, 354, 356, (read pp. 1186-1190)</p>
<p><b>Buyers Proceeds</b></p>	<p><b>WEEK ELEVEN</b>            Problem Number 358-359, 364, 365, 367, 368, 369</p>
<p><b>Pre-Default, Default</b></p>	<p><b>WEEK TWELVE</b>            Problem Number 370-371, 401</p>
<p><b>Default: Repossession and Resale</b></p>	<p><b>WEEK THIRTEEN</b>            Problem Number 403, 407, 413, 415</p>
<p><b>Repossession and Resale; Redemption &amp; Strict Foreclosure</b></p>	<p><b>WEEK FOURTEEN</b>            Problem Number 418, 421, 424, 426, 427</p>

***This syllabus is not a contract and is subject to change or amendments.***



## Campus Carry Policy

As you know, the State of Texas has recently passed legislation permitting you to carry a *concealed* firearm on campus if you have a concealed license permit recognized by the State of Texas, subject to the rules and regulations of Texas Southern University's ("TSU's) Campus Carry Policy.

Under TSU's Campus Carry Policy, ***I have the right to designate my office as a gun-free zone. I have elected to make my office a firearm-free space.***

PURSUANT TO SECTION 30.06, PENAL CODE (TRESPASS BY LICENSE HOLDER WITH A CONCEALED HANDGUN), A PERSON LICENSED UNDER SUBCHAPTER H, CHAPTER 411, GOVERNMENT CODE (HANDGUN LICENSING LAW), MAY NOT ENTER THIS PROPERTY WITH A CONCEALED HANDGUN. (CONFORME A LA SECCIÓN 30.06 DEL CÓDIGO PENAL (TRASPASAR PORTANDO ARMAS DE FUEGO CON LICENCIA), PERSONAS CON LICENCIA BAJO DEL SUB-CAPITULO 411, CÓDIGO DEL GOBIERNO (LEY DE PORTAR ARMAS), NO DEBEN ENTRAR A ESTA PROPIEDAD PORTANDO UN ARMA DE FUEGO OCULTADA.).

For a complete list of the gun-free zones on this campus and the rules governing campus carry at our institution, please visit Texas Southern University's website at <http://www.tsu.edu/>. Please note that entering a gun-free zone on campus with a firearm, including inside my office, could not only lead to not only criminal prosecution, but also suspension or expulsion from school.