**Contact Information**

**Instructor:** Valerie Flugge Goyer **Office**:  BB 3254

**Telephone**: (818) 677-3578

**E-mail**:  valerie.flugge@csun.edu

For email messages, type “BLAW 308” in the reference portion. I make responding to student emails a top priority. However, sometimes I am not able to respond to emails sent in the evenings or on the weekends until the next business day.

**Student Office Hours**:

 M: 2:45 – 3:45 p.m.

 TTh: 3:30 – 4:30 p.m.

 And by appointment

**Text (required)**

Business Law: The Ethical, Global and Digital Environment, 18th ed., Prenkert, et al., (2022). (Other editions will not match the assignment list.) A custom soft cover including only those chapters used in our class is available through the campus bookstore, ISBN 9781307707342. A digital version of the custom book is also available through the campus bookstore. The textbook is also available through the publisher, McGraw Hill.

**No recording class; No photos; No distribution of course material**

You may not audio or video record the class, or take any photos in the classroom without advance permission from the instructor. You may not distribute course materials, whether obtained hardcopy or electronically, including but not limited to the professor’s course materials, work from other students, or material from the textbook publisher.



**BUSINESS LAW II (308)**

Spring 2022

Section 4536

**Mission of the Department of Business Law**

Our mission is to equip students with the academic knowledge, problem solving, analytical and professional skills in the areas of business law, business ethics, and real estate necessary to achieve their personal and professional goals.

**BLAW 308 Course Description**

Prerequisite: BLAW 280. Corequisites/Prerequisites for Business majors: BUS 302/L. Study of the role of law in business, including the study of legal institutions and their role in facilitating and regulating business. Topics include agency and employment law, the various forms of business organizations and securities law.

**Life Long Learning Overall Goal**

Students will develop cognitive, physical and affective skills that will allow them to become more integrated and well-rounded individuals within various physical, social, cultural, and technological environments and communities.

BLAW 308 helps students learn the law relevant to engaging in business. This includes laws that help their own progress in life as well as those that help maintain a healthy and well-functioning society. In addition, students learn the process of legal analysis, so that they can develop their skills of critical thinking and problem solving. This is helpful to students to become fully developed students and adults.

**Student Learning Outcomes of the Undergraduate Program**

Classes are taught using the Socratic method, with its goal of participatory learning and the development of reasoning skills. This active learning process requires students to articulate, develop and defend positions, to think critically and to engage in problem-solving. Students learn to formulate an effective legal analysis by synthesizing information, identifying legal issues, distinguishing relevant from irrelevant facts, using facts and law to support argument, reasoning by analogy and reaching conclusions based on analysis. In addition, students in all BLAW courses study ethical issues in a business context, with actual topics depending on course content.

**Class Assignments**
The assignments are listed at the end of the syllabus. Assignments include reading from the text, preparing written case briefs and answering problems. A "case" is a court case which is contained in the text. A "problem" is an end-of-chapter question, which, again, must be answered in writing. Your answers to the problems do not need to be in case brief format. Additionally, every week you will have a short progress assessment.

You may be called on at random to read your briefs and problem answers in class. I will also occasionally collect the homework from the entire class. You will not be graded on the correctness of the briefs or problems. These are learning tools, not finished product. In order to receive full credit, however, you must make a good-faith effort to complete the assignments fully and correctly. It is your responsibility to be prepared for every class, even if you are absent. Contact other students to learn of missed work, unless you have a particular question or problem for me.

You are also responsible for checking Canvas regularly for announcements, assignments and other information related to the course.

**Homework Relief**

**Briefs and Problems:** You will have one pass during the semester to come to class unprepared**.** You must let me know BEFORE class that you are not prepared, not wait to see whether you get called on or whether the homework is collected.

**Progress Assessments:** You will have one token during the semester that can be used to re-open any progress assessment that you do not complete on time. The token must be used before the last day of class.

**Exams, Assessments, and Grading**
Exams are composed of one or more essay questions which require you to analyze factual situations, identify legal issues and apply the law in determining the outcome of hypothetical cases. Exams sometime will include multiple-choice, true/false and short answer questions.

Your grade in the glass will consist of several components: attendance, participation, progress assessments, two midterms and the final exam. Midterm exam dates are tentative and subject to change. The final exam is cumulative and will be given on Canvas on the day and time listed in Solar. ***The exams will be administered in class through Canvas Assignments, so you will need to have a laptop, tablet, or other electronic device that will allow you to complete the exams in class on Canvas.*** The grade allocation is as follows:

Attendance: 5% of course grade

Participation: 10% of course grade

Progress assessments: 15% of course grade

1st midterm: 20% of course grade

2d midterm: 20% of course grade

Final exam: 30% of course grade

Your participation grade is affected by whether you have been prepared when called on for case briefs and problem answers. As noted above, you may let me know once during the semester that you are unprepared and no negative mark will be made. However, if you are called on and do not have your brief/answer prepared and have not told me that you are not prepared, you will receive an unprepared mark. If you are absent when called on you are unprepared. If briefs are collected and you do not turn yours in promptly by the end of class, you will receive an unprepared mark. In addition to giving you one free pass to use on a day when you are not prepared, I drop one additional unprepared mark from consideration in grading. Each unprepared mark beyond that will cause your participation grade to be reduced by ten percent.

Your participation/attendance grade will also take into consideration tardiness, use of electronics and/or talking during class for non-classroom purposes, ***and whether you have actively, regularly, and meaningfully participated in class discussions.***

The grade reached after weighing each of the listed components will be the minimum grade you can receive in the course. At the instructor's sole discretion, your course grade may be raised based on extraordinary classroom participation and/or improvement. No extra credit assignments will be given.

**Cheating, plagiarism or other forms of academic dishonesty may result in an “F” for the class and may be referred to the Dean’s office for further proceedings.** CSUN’s Policies and Procedures on academic dishonesty may be found here: <https://catalog.csun.edu/policies/academic-dishonesty/>

**Grading System**

A Outstanding 4.0 93%-100%

A- 3.7 90%-92%

B+ 3.3 88%-89%

B Very Good 3.0 83%-87%

B- 2.7 80%-82%

C+ 2.3 78%-79%

C Average 2.0 73%-77%

C- 1.7 70%-72%

D+ 1.3 68%-69%

D Barely Passing 1.0 63%-67%

D- 0.7 60%-62%

F Failure 0 0%-59%

**Briefing Cases**

I have posted a video discussing how to properly brief a case, as well as a sample case brief, in Canvas Modules. This video and case brief sample should be your first resource in learning how to brief a case. The following is intended only to be a refresher of the briefing method described in the video:

To brief cases, use the following "IRAC" format:

(Before the issue, write a *brief* summary of the facts of the case **in your own words**. End the facts section by explaining where the case is in the court system. **Example:** The trial court ruled against the plaintiff, who then appealed.)

**Issue**:   What question must be answered in order to reach a conclusion in the case? This should be a legal question which, when answered, gives a result in the particular case. Make it specific (e.g. "Has there been a false imprisonment if the plaintiff was asleep at the time of 'confinement'?") rather than general (e.g. "Will the plaintiff be successful?") You may make it referable to the specific case being briefed (e.g. "Did Miller owe a duty of care to Osco, Inc.?") or which can apply to all cases which present a similar question, (e.g. "Is a duty owed whenever there is an employment relationship?") Most cases present one issue. If there is more than one issue, list all, and give rules for all issues raised.

**Rule**: The rule is the law which applies to the issue. It should be stated as a general principal, (e.g. A duty of care is owed whenever the defendant should anticipate that her conduct could create a risk of harm to the plaintiff) not a conclusion to the particular case being briefed, (e.g. "The defendant was negligent"). **Here you should use the precise language as stated by the Court.**

**Application**: The application is a discussion of how the rule applies to the facts of a particular case. While the issue and rule are normally only one sentence each, the application is normally paragraphs long. It should be a written debate - not simply a statement of the conclusion. Whenever possible, present both sides of any issue. Do not begin with your conclusion. The application shows how you are able to reason on paper and is the most difficult (and, on exams, the most important) skill you will learn. **This section should be written in your own words.** Here you should be a reporter, explaining to your reader the analysis the Court went through in coming to its conclusion.

**Conclusion**: What was the result of the case?

Most briefs are approximately one page long. You must bring the briefs and problem answers to class on the day they are due and thereafter until they have been discussed in class. Once a brief/problem has been discussed, you no longer need to bring it to class. The briefs and problem answers may be either handwritten or typed. You may also have your assignments in electronic form. On days that I collect homework from the entire class, your homework must be turned in prior to the end of class.

**Legal Advice**

Faculty members may not provide legal advice or legal services to students. If you need legal advice or information regarding the law, resources can be found on the Department of Business Law web page at

<http://www.csun.edu/blaw/studentresources>. CSUN also provides a free legal clinic for its currently-enrolled students: <https://www.csun.edu/as/student-legal-support-clinic>.

**Disability Resources and Educational Services**

If you have a disability and need accommodations, please register with the Disability Resources and

Educational Services (DRES) office http://www.csun.edu/dres or the National Center on Deafness (NCOD) <http://www.csun.edu/ncod>. You can find CSUN’s accessibility statement here: <https://www.csun.edu/universal-design-center/accessibility-statement>.

**CSUN with A Heart**

If you are facing challenges related to food insecurity, housing insecurity/homelessness, mental health, access to technology, eldercare/childcare, or healthcare, you can find guidance, help and resources from CSUN with A HEART (http://www.csun.edu/heart).

**Questions, problems?**

If you have questions or problems about the class or our programs, please contact the department office or me.

**Assignments (Tentative and Subject to Change at the Discretion of the Instructor)**

|  |  |  |  |
| --- | --- | --- | --- |
| **Class** | **Topics** | **Reading (to be completed PRIOR to class)** | **Briefs/problems due**[[1]](#footnote-1) |
| 1/24**1/31** | Introductions/Syllabus**Agency (Chapter 35)**  | Syllabus; Watch the Meet Your Professor and How to Brief a Case videos (both posted in Canvas Modules)**Chapter 35** | None**Sanders (Supplemental Cases in Canvas Modules); Answer Problems 4 & 7** |
| 2/7**2/14**  | Agency (Chapter 36)**Employment (Chapter 51)**  | Chapter 36**Chapter 51 (pp. 51-11 to 51-26, 51-36 to 51-40)** | Gniadek (from Ch. 35), Frontier, Treadwell;Answer Problems 8 & 9**Gaskell, Berry (Supplemental Cases in Canvas Modules), Johnson v. Fluor, Nelson (Supplemental Cases in Canvas Modules); Answer Problem 3** |
| **2/21****2/28** | **Midterm 1 (Agency and** **Employment; Chapters 35, 36 and 51)****Introduction to Forms of Business (Chapter 37)** |  **Chapter 37 (pp. 37-4 to 37-5 (up to Limited Partnerships), 37-9 to 37-20)** | **MP Nexlevel, Finch; Answer Problems 4 and 8** |
| **3/7** | **Operation of Partnerships (Chapter 38)** | **Chapter 38**  | **Fish, Mortgage Grader; Answer Problems 6 and 10; Read (you do not need to brief) NBN Broadcasting and answer the following: (1) What do you think about the deadlock provision agreed to by the parties?; (2) What could NBN have done differently to protect itself?** |
|  |  |  |  |
| 3/143/21**3/28** | Partner’s Dissociation and Dissolution (Chapter 39)NO CLASS: Enjoy your Spring Break!!**LLC’s, LP’s and LLLP’s (Chapter 40)** | Chapter 39**Chapter 40** | Meyer; Urbain; Paciaroni; Dixon**Hecht, McDonough,** **Lach; Answer Problem 9**  |
| **4/4**4/11**4/18** | **Midterm 2 (Chapters 37, 38, 39 and 40)**History and Nature of Corporations (Chapter 41)**Organization and Financial Structure of Corporations (Chapter 42)** | Chapter 41**Chapter 42** | Drake; Answer Problems 4, 9 & 11**Krupinski, Coyle; Answer Problems 5 & 11** |
|  |  |  |  |
| 4/25**5/2** | Out of Class Assignment (Enron Documentary)**Management of Corporations (Chapter 43)** | **Chapter 43** | **Paramount Communications, Guth; Answer Problem 4; Read (you do not need to brief) Brehm: Michael Ovitz received a severance package of approximately $130 million after just a little over a year of employment at Disney; regardless of legal liability, do you believe Disney’s directors were prudent in making this agreement with Ovitz? Why or why not?** |
| 5/9 | Shareholder’s Rights and Liabilities (Chapter 44) | Chapter 44 | Reynolds, Dodge, Zapata; Answer Problem 6 |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

1. You only need to read the cases and problems assigned to brief/answer. All other cases and problems in the textbook are optional. [↑](#footnote-ref-1)