TEXAS A&M UNIVERSITY - COMMERCE
SYLLABUS
Spring, 2013

Course: BA 357-01W: Legal Organizations and Business Transactions

Time & Location: Online 24-7

Instructor: Jay Garrett, J.D.

Office and hours: BA Building, Room 317; by appointment.

Telephone: (903) 886-5539

E-mail: jay.garrett@tamuc.edu

A. COURSE MISSION

1. To provide an overview of the basics of the legal system, both nationally and internationally, along with ethical principles that impact law and business.
2. To develop skill in working with legal materials and understanding the language of the law.
3. To provide a general understanding of major legal issues that affect the business environment, both nationally and internationally.
4. To provide knowledge of specific basic laws which affect business structure and finance.

B. STUDENT COMPETENCIES TO BE ACHIEVED IN THIS COURSE. These are set out in the following questions.
a. Demonstrate knowledge and understanding of the various forms of business organizations, their operation and laws governing their activities.
b. Demonstrate knowledge and understanding of the nature of relationships among the principal, the agent and third parties under agency law.
c. Demonstrate knowledge and understanding of negotiable instruments and banking laws.
d. Demonstrate knowledge, understanding and comprehension of Article 2 of the Uniform Commercial Code.
e. Demonstrate the process of researching and preparing a case brief.

Student understanding of these concepts will be tested throughout the course, viz.:

a. Demonstrate knowledge and understanding of the various forms of business organizations, their operation and laws governing their activities.
   1. Compare the personal liability of entrepreneurs in sole proprietorships, partnerships, and corporations.
   2. What formalities are required to form a partnership?
   3. What is a limited liability partnership?
   4. List the major characteristics of a corporation.
   5. Define an S corporation. What are its tax benefits?
   6. What are the duties of corporate directors and officers?
   7. What laws govern a franchising relationship?
   8. What are the two options for managing limited liability companies?
   9. What is a joint venture?
  10. What is the difference between a corporate merger and a corporate consolidation?
  11. What is insider trading? Why is it prohibited?

b. Demonstrate knowledge and understanding of the nature of relationships among the principal, the agent and third parties under agency law.
   1. When can a principal be liable for the negligence of an independent contractor?
   2. In what situations does an agent incur personal liability when she signs a contract on behalf of her principal?

c. Demonstrate knowledge and understanding of negotiable instruments and banking laws.
   1. What is the difference between order and bearer paper?
   2. What is the difference between the assignment and the negotiation of an instrument?
   3. What is the difference between a holder and a holder in due course?
   4. What are the requirements for holder in due course status?
   5. When a customer deposits money in a bank, which is the debtor and which the creditor?
   6. Explain a bank's midnight deadline for determining when to dishonor a check.
d. Demonstrate knowledge, understanding and comprehension of Article 2 of the Uniform Commercial Code.

1. What is the UCC's firm offer rule?
2. What is the parol evidence rule?
3. When does title to goods pass in a shipment contract?
4. Define a good faith purchaser for value.
5. What is the perfect tender rule?
6. What implied warranties arise under the UCC?
7. Describe the implied warranty of merchantability?

e. Student understanding of the process of legal research and preparing a case brief will be assessed by the case brief assignment.

C. COURSE REQUIREMENTS

1. Readings as assigned.
2. Chapter quizzes (20% of grade)
3. Three examinations and a final (50% of grade). The final will not be comprehensive. Normally there will be no make-up exams. Exams will be graded on the following scale. 90-100=A; 80-89=B; 70-79=C; 60-69=D; Below 60=F.
4. One written case brief (20% of grade). One written case brief is due on or before April 25th. I will provide instructions on how to write a brief to you via email at the appropriate time. Cases will be found on the second floor of the library, in the Southwestern Reports, the Federal Supplement, and the Federal Reports. The can also be found under the Westlaw or Lexis-Nexis databases for the library. Cases will be provided by the instructor upon your email request. Students must report on different cases. The brief should be neatly typed (20% of grade). This course is designed to train you in the skill of critical legal thinking. As such it is imperative that you do all the reading (particularly the cases), quizzes and discussion postings. Jumping ahead would frustrate the process. The study of law is unlike any other college courses. At the outset of the course you could not yet prepare a proper case brief as you have not been seasoned with the study. Further instructions on the process will be forthcoming. Though you may request your case early on, the case brief should not be attempted until after exam 2. See the Grading Rubric in eCollege for further elucidation.
4. Class participation is required (10% of grade). Each student is required to make at least one thoughtful post for each required chapter of study along with three postings in challenge or support of the postings of other students or in rebuttal or defense of your own. Posts for readings associated with text chapters are required no later than the end of the week during which the chapter is assigned. This is the class participation component of the grade. See the Grading Rubric for discussions in eCollege for further elucidation. As a general guideline, your grade on this portion will be a function of the quality, quantity, timeliness and consistency of your posts (including your original posts and your replies to other
posts) on the bulletin board. Please note the deadline for bulletin board participation in the daily schedule. Please also note that heavy activity during the last few days cannot compensate for a lack of participation during the term. Plan to participate throughout the course.


D. OUTLINE OF COURSE

<table>
<thead>
<tr>
<th>Date Open/Closed</th>
<th>Subject</th>
<th>Assigned Reading</th>
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<tbody>
<tr>
<td>Jan. 14/Jan. 20</td>
<td>Formation of Sales and Lease Contracts</td>
<td>Chapter 18</td>
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<td>Title and Risk of Loss</td>
<td>Chapter 19</td>
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<tr>
<td>Jan. 20/Jan. 27</td>
<td>Performance and Breach of Sales and Lease</td>
<td>Chapter 20</td>
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<td>Contracts</td>
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<td>Jan. 27/Feb. 3</td>
<td>Warranties and Product Liability</td>
<td>Chapter 21</td>
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<td>Feb. 3/Feb. 10</td>
<td>EXAM I (Chapters 18, 19, 20, and 21)</td>
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<td>Feb. 10/Feb. 17</td>
<td>Negotiable Instruments: Transferability</td>
<td>Chapter 22</td>
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<td>And Liability</td>
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<td>Feb. 17/Feb. 24</td>
<td>Security Interests</td>
<td>Chapter 24</td>
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<td>Feb. 24/Mar. 3</td>
<td>Checks and Banking</td>
<td>Chapter 23</td>
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<td>Mar. 3/Mar. 10</td>
<td>EXAM II (Chapters 22, 23, and 24)</td>
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<td>Mar. 10/Mar. 17</td>
<td>SPRING BREAK</td>
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<td>Mar. 17/Mar. 24</td>
<td>Agency Relationships in Business</td>
<td>Chapter 28</td>
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<td>Mar. 24/Mar. 31</td>
<td>Sole Proprietorships and Franchises</td>
<td>Chapter 31</td>
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<td>Partnerships</td>
<td>Chapter 32</td>
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<td>Mar. 31/Apr. 7</td>
<td>Corporate Formation and Financing</td>
<td>Chapter 34</td>
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<td>Limited Liability Companies and Special</td>
<td>Chapter 33</td>
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<td>Business Forms</td>
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<td>Apr. 7/Apr. 14</td>
<td>EXAM III (Chapters 28, 31, 32, 33 and 34)</td>
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Apr. 14/Apr. 21  Directors, Officers and Shareholders  Chapter 35
Corporate Acquisitions, Takeovers and Terminations  Chapter 36

Apr. 21/Apr. 28  Investor Protection and Corporate Governance  Chapter 37

Apr. 28/May 5  Wills, Trusts and Living Wills  Chapter 45

May 5/May 9  FINAL EXAMINATION (Chapters 35, 36, 37 and 45)

NOTE: Requests from students with disabilities for reasonable accommodations must go through the Academic Support Committee. For more information, please contact the office of Advisement Services, BA 314, (903) 886-5133.

All students enrolled at the university shall follow the tenets of common decency and acceptable behavior conducive to a positive learning environment (see Student’s Guide Book, Policies and Procedures, conduct). You will be expected to understand and abide by the Texas A&M University – Commerce, College of Business and Technology, Academic Honesty Policy.

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Texas A&M University-Commerce
College of Business and Technology
Academic Honesty Policy

Statement of Ethical and Professional Conduct:

The College of Business and Technology at Texas A&M University-Commerce faculty, staff and students will follow the highest level of ethical and professional behavior. We will strive to be recognized as a community with legal, ethical and moral principles and to teach and practice professionalism in all that we do.

In an academic environment we will endeavor to not only teach these values but also to live them in our daily lives and work. Faculty and staff will be held to the same standards and expectations as our students.

Failure to abide by these principles will result in sanctions up to and including dismissal.

Actionable Conduct:

There are five different types of actions that will bring sanction. They are:

1. Illegal activity: Violation of any local, state or federal laws that prohibit the offender from performance of his or her duty.

2. Dishonest Conduct: Seeking or obtaining unfair advantage by stealing or receiving copies of tests or intentionally preventing others from completing their work. In addition
falsifying of records to enter or complete a program will also be considered dishonest conduct.

3. Cheating: The unauthorized use of another’s work and reporting it as your own.

4. Plagiarism: Using someone else’s ideas and not giving proper credit.

5. Collusion: Acting with others to perpetrate any of the above actions regardless of personal gain.

Sanctions:

In the case of staff or faculty the immediate supervisor will be the arbiter of actionable behavior and will use Texas A&M University-Commerce and/or Texas A&M University System Policy and Procedures as appropriate to guide sanctions.

Faculty, guided by clearly delineated policy in the course syllabus, will be the arbiter for in-class violations. All violations will be reported to the Dean of the College of Business and Technology to assure equity and to provide appropriate counsel. In addition, the Dean will maintain records of violations by students. Second violations will be reviewed by the Dean and sanctions beyond those of the faculty up to and including suspension and permanent expulsion from Texas A&M University-Commerce will be considered. Faculty and students are guided by the current undergraduate and graduate catalogs of the University as well as The Student’s Guidebook.

Faculty, staff and students will always be afforded due process and review as appropriate.
substantial, unreasonable, and unannounced departure from previously articulated standards or the syllabus.

2. Students who believe their grade to be unfair must first discuss the matter with the instructor.

3. If no satisfactory resolution is reached with the instructor, or if the instructor is unavailable, the student shall appeal to the Department Head. A grade appeal must be initiated in writing with the Department Head (or Dean if the Department Head is the instructor) within six (6) months of the last day of the semester in which the grade was awarded. The Department Head will examine the student’s appeal to determine whether the student has established an apparent case of unfair academic evaluation as described in section 1. If the student has not established a case that appears to have merit, the Department Head will so inform the student and the instructor without delay.

4. If the case has merit, the Department Head will secure, from all parties, written statements and other such information as he or she deems helpful and will issue his or her findings and remedies, if any. In so doing, the Department Head will be guided by the principle the burden of proof lies with the student.

5. The instructor or the student may appeal the Department Head’s decision (with respect to findings and remedies) to the Dean of the College in which the course is offered within 30 days of the date on which the Department Head offered his or her judgment.

6. Upon receipt of an appeal, the Dean will appoint a three-person advisory committee of faculty to hear the case. The chair of the committee will be from a department other than the one offering the course in question. The two remaining committee members will be from the department offering the course. One of these faculty members may be suggested by the author of the appeal. The instructor and the student may file additional statements. The committee will review all written materials and may seek other information, as they deem appropriate. After reviewing all information, the committee will communicate their findings and suggested remedies, if any, to the Dean.

7. The Dean is the final authority on issues of fairness in course evaluation. He or she will consider the recommendations of the committee but has wide latitude in resolving the matter.

The Dean too will be guided by the principle that the student must show the evaluation to have been unfair as identified in Section 1.

8. The Dean is responsible for notifying the Office of the Registrar of any decision requiring a change in records.


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CONTACT FOR INTERPRETATION: Provost and Vice President for Academic Affairs

Students with Disabilities:
The Americans with Disabilities Act (ADA) is a federal anti-discrimination statute that provides comprehensive civil rights protection for persons with disabilities. Among other things, this legislation requires that all students with disabilities be guaranteed a learning environment that provides for reasonable accommodation of their disabilities. If you have a disability requiring an accommodation, please contact:

**Office of Student Disability Resources and Services**
Texas A&M University-Commerce
Gee Library
Room 132
Phone (903) 886-5150 or (903) 886-5835
Fax (903) 468-8148
StudentDisabilityServices@tamu-commerce.edu