



The Law of Corporations and Other Business Entities

LEB 380.7 – 03505 - Spring 2007

- Instructor:* Larry J. Laurent
- Meeting times:* Tuesdays and Thursdays, 12:30 p.m. to 2:00 p.m.
- Classroom:* GSB 3.130
- Instructor's Office:* CBA 3.418
- Office Hours:* By appointment (call 996-8844 or 659-5360)
- Email:* ljllaw@sbcglobal.net
- Phone:* 996-8844 (Instructor's Austin law office phone); 659-5360 (Instructor's cell phone). If you leave a message, please state your full name and a telephone number where you can be reached. I will return your call as promptly as possible.
- Text:* THE LAW OF CORPORATIONS AND OTHER BUSINESS ORGANIZATIONS, 3RD Edition, Angela Schneeman (West / Thomson 2002)
- STUDENT GUIDE TO THE SARBANES OXLEY ACT, Robert Prentice (West / Thomson 2005)
- Grading:* Your grade will be made up of the following components.
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| Class attendance and participation
(with homework assignment proviso below) | 20% |
| Research and presentation project | 20% |
| 1 st Exam | 30% |
| 2 nd Exam | 30% |

The exams will test your application of material covered during the period immediately preceding that exam. For example, the 1st exam will test your knowledge of those course materials covered from the beginning of class to the 1st exam; the 2nd exam will test you on material covered following the 1st exam and up to the 2nd exam. Your exam grades will be subject to a curve. Exams will be offered at the times scheduled.

Research and Presentation Project:

You will be individually divided into groups of three and will be required to complete a group research project dealing with corporate law issues and present your determinations to the class for discussion. This research project will be explained in more detail during class. All prepared written materials will be due on the date of the commencement of class presentations.

Group work:

You will be required to identify all legal issues and resolve same in the format most advantageous to your business's interests. All students must actively participate in the group project. You must try to resolve any conflicting issues that may arise among the group members. If any issue cannot be resolved by your group, you may bring the issue to me and I will make an authoritarian decision! Any student's grade may be lowered even to a failing grade for failure to actively participate in the group work in an appropriate manner.

Pop Quizzes; Homework Assignments:

Throughout the semester I may give pop quizzes and/or homework assignments and exercises during class. Such assignments will not be difficult but you must be in attendance for the entire class period in which the assignments are made and in class on the day the assignments are due. Unless, advised otherwise all homework assignments may be emailed to me, or turned in at the next scheduled class in typed, hard copy, form. Work without a name will be disregarded.

Attendance, Assignments, and Class Participation:

You will be expected to read the assigned chapters from the text and the corresponding supplement pages (with special emphasis on all case discussions) prior to each scheduled class. You will be expected to attend each class with an understanding of the assigned class subject matter and case materials. You will also be expected to participate in class discussions of course material so that all class members can benefit from the ideas of the others. You will be expected to be able to answer questions and ask relevant and thoughtful questions. When evaluating any individual's contribution, quantity and volume will be deemed less important than thought quality and perceptiveness. At the beginning of each class a roll sheet will be circulated. If you were in your seat ready to participate at the beginning of class, please mark present. If you were not present and ready at the beginning of class but arrive later, please mark tardy. Signing the attendance sheet during class is the responsibility of the student. Under no circumstance should any student sign the attendance sheet for any other student. The attendance sheets will be the only measure of your attendance.

Students will be expected to attend each class. Any student who misses three classes will be subject to a letter grade reduction. If you are tardy twice it will count as a missed class. Please check the academic calendar and budget any expected absences in advance. It will be advisable to inform the Instructor of any known or anticipated absences in advance.

Note: Nothing in this syllabus displaces the overarching laws of common sense and logic.

**Class Schedule
Spring 2007**

	<i>Date</i>	<i>Topic</i>	<i>Chapter/Assignment</i>
January	23	Introduction and Overview	No Assignment
	25	Law of Agency	<i>Supp. (Provided)</i>
	30	Law of Agency (cont.)	<i>Supp. (Provided)</i>
February	01	<i>Case Studies in Agency Law</i>	<i>Supp. (Provided)</i>
	06	Sole Proprietorships and General Partnerships	Chapters 1 & 2
	08	General Partnerships (con't.)	Chapter 2 (con't.)
	13	Limited Partnerships	Chapter 3
	15	<i>Case Studies in Partnership</i>	<i>Supp. (Provided)</i>
	20	Limited Liability Companies	Chapter 4
	22	Introduction and Formation of Corporation	Chapters 5 and 6
	27	<i>Case Studies - Corporate Formation</i>	<i>Supp. (Provided)</i>
March	01	Formation of a Corporation (cont.) and "Piercing the Corporate Veil"	Chapters 5 and 6 + <i>Supp. (Provided)</i>
	06	<i>Case Studies - Corporate Formation/Corp. Veil</i>	<i>Supp. (Provided)</i>
	08	Exam 1 (Covers Agency + Chapters 1 - 6)	
March	12 – 16	NO CLASSES (Spring Break)	
March	20	Corporate Organization and Operation	Chapter 7
	22	<i>Case Studies - Corporate Organization</i>	<i>Supp. (Provided)</i>
	27	Corporate Organization (con't.) and Qualifying A Foreign Corporation	Chapters 7 and 11
April	29	Financing the Corporation and Corp. Dissolution	Chapters 8 and 12
	03	Public Companies and Securities Regulation	Chapter 9
	05	Employment Agreements	Chapter 14
	10	<i>Case Studies in Employment Law</i>	<i>Supp. (Provided)</i>
	12	Sarbanes Oxley Act & Corporate Ethics (<i>Supp.</i>)	Prentice Book
	17	<i>Case Studies in Corporate Ethics</i>	<i>Supp. (Provided)</i>
	19	<i>Case Studies in Corporate Ethics</i>	<i>Supp. (Provided)</i>
	24	Work in Class on Group Assignments	
May	26	Presentations	
	01	Presentations	
	03	Presentations (+Exam review, if time permits)	
	08	Exam 2 (Final) (Covers Ethics + Chapters 7 - 9, 11 12, 14, Sarbane Oxley)	