



SCHOOL OF MANAGEMENT AND LABOR RELATIONS
DEPARTMENT OF LABOR STUDIES & EMPLOYMENT RELATIONS

LAW FOR BUSINESSES & NON-PROFIT ORGANIZATIONS
PROFESSOR PETER ROKKOS

37:575:220:01
SPRING 2018

TIME & LOCATION OF CLASS: WEDNESDAY 12:35 – 3:35 PM,
COOK/DOUGLASS LECTURE HALL, 3 COLLEGE FARM ROAD, ROOM CDL-110
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COURSE OBJECTIVES

- To familiarize students with the structure of the federal and state court systems, and judicial legal process and reasoning;
- To provide an overview of business law within the context of law in general, studies the interplay of law, business and society;
- To identify and discuss the sources and classifications of the law; to identify those fields commonly referred to as business law; to state the reasons for studying business law.
- To describe and briefly delve into the various forms of businesses such as the Sole Proprietorship; the General Partnership; the Limited Liability Partnership; the Limited Liability Company; “S” and “C” Corporations; Closely Held Businesses and; Non Profit Corporations, Charitable Trusts; and Specially Chartered Organizations.
- To define torts and the bases for tort liability; to define and discuss the various intentional torts, negligence and strict liability and any defenses available.
- To define contract and state the essential elements; and to discuss in detail the requirements of the offer, acceptance and consideration, and to state the principles necessary to determine whether a contract has been performed, discharged or breached and if breached, to identify the appropriate remedy.

SCHOOL AND DEPARTMENT LEARNING OBJECTIVES

Labor Studies and Employment Relations Department. The student will be able to:

- Demonstrate an understanding of the perspectives, theories and concepts in the field of labor and employment relations. (Goal 1).

- Apply those concepts, and substantive institutional knowledge, to understanding contemporary developments related to work. (Goal II).

School of Management and Labor Relations. The student will be able to:

- Demonstrate an understanding of relevant theories and apply them given the background context of a particular work situation. (Goal IV)
- Demonstrate an understanding of how to apply knowledge necessary for effective work performance. (Goal VI)

COURSE REQUIREMENTS

- This is an introductory undergraduate course in business law. However, it emphasizes student participation and group discussion. Students will be held responsible for reading and understanding all assigned materials, as well as participating fully in all class discussions.

GRADE CRITERION

All readings should be completed prior to the date noted on the syllabus. Grades will be based on assignments, class participation, an in class midterm and take home final exam, and attendance. Due dates and deadlines are firm. Unless you can get *prior approval*, each day late will result in increasing penalties. You must download your assignments and upload your completed written assignments in the Assignments folder on Sakai. Plan your time well. Grading weights are as follows:

Assignments	30%
Class Attendance and Participation	10%
Midterm Exam	30%
Final Exam	30%

Attendance: Attendance is of critical importance. It is essential to keep up with the class material. Attendance will be taken during certain classes. If a student misses/will miss a class, then the student needs to send a courtesy e-mail message to the professor.

COURSE MATERIALS

- *The Legal and Ethical Environment of Business, by Terence Lau and Lisa Johnson, Downloadable Free Textbook.* (referred to below as the **Free Text**)

A copy of the text in PDF format is included in the Resources on Sakai. This text may also be downloaded in PDF, Word or accessed as a web site using the following links.

PDF

<http://www.saylor.org/site/textbooks/The%20Legal%20and%20Ethical%20Environment%20of%20Business.pdf>

Word Doc

<http://www.saylor.org/site/textbooks/The%20Legal%20and%20Ethical%20Environment%20of%20Business.docx>

Web HTML

https://saylordotorg.github.io/text_the-legal-and-ethical-environment-of-business/

- *The Law of Corporations*, by Robert Hamilton & Richard Freer, *The Nutshell Series*, ISBN 978-0-314-90457-7. (referred to below as the **Nutshell**)
 - Note the 7th edition is now available but the 6th edition is fine for our purposes (and considerably less expensive); page references below are to the 6th edition
- Additional materials, if assigned, will be made available on Sakai. Please be sure to download them and/or print them out.

Note that the assigned readings indicated below will be revised over the course of the semester; please pay attention during class and on Sakai for specific assignments and due dates.

CLASS SCHEDULE

**Class 1: Introduction, Course Overview & Discussion of Following Chapters
January 17**

Free Text Chapter 1: Introduction to Law

Free Text Chapter 2: The Court System

DISCUSSION TOPICS

- What Is Law?
- Sources of Law
- The Rule of Law
- Importance of Rule of Law to Business
- How Law Affects Business Disciplines
- The Court System & The Branches of Government Explained
- Trial, Appellate Courts, and the Certiorari Process

**Class 2: Introduction, Course Overview & Discussion of Following Chapters
January 24**

Free Text Chapter 3: Litigation

Free Text Chapter 4: Alternative Dispute Resolution Systems

DISCUSSION TOPICS

- Litigation, Standing and Personal Jurisdiction
 - Pretrial Procedures, Trial and Appeals
 - Alternative Dispute Resolution, Mediation & Arbitration
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Class 3: Review Prior Class & Discussion of Following Chapters
January 31

Free Text Chapter 5: The Constitution
Free Text Chapter 6: Contracts

DISCUSSION TOPICS

- The Constitution, Federalism & Preemption Concepts
- The Constitution's Commerce, Taxing, and Spending Clauses
- Businesses and the Bill of Rights
- Contracts, Formation, Performance and Discharge
- Breach of Contracts, Defenses & Equitable Remedies
- Assignment, Delegation, and Other Contract Clauses

Assignment 1 to be submitted in the Assignments folder on Sakai by 11:55pm
Monday, February 5

Class 4: Review Prior Class & Discussion of Following Chapters
February 7

Free Text Chapter 7: Torts
Chapter 1 of Nutshell: Pages 23-28 (to end of section)

DISCUSSION TOPICS

- Torts, Negligence & Intent-Based Claims
- Strict Liability
- Relevancy of Agency Law

Class 5: Review Prior Class & Discussion of Following Chapters
February 14

Free Text Chapter 8: The Property System

DISCUSSION TOPICS

- The Property Concept, Personal & Real Property

Assignment 2 to be submitted in the Assignments folder on Sakai by 11:55pm
Monday, February 19

Class 6: Review Prior Class & Discussion of Following Chapters
February 21

Free Text Chapter 9: Intellectual Property

DISCUSSION TOPICS

- Intellectual Property & its Constitutional Roots; Patents, Trade Secrets, Copyrights and Trademarks
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Class 7: Review Prior Class & Discussion of Following Chapters

February 28

Free Text Chapter 10: Criminal Law

DISCUSSION TOPICS

- Criminal Law, Constitutional Rights, Defenses & Punishment
- Review for Midterm

Assignment 3 to be submitted in the Assignments folder on Sakai by 11:55pm Monday, March 5

Class 8: IN CLASS MIDTERM

March 7

March 14 NO CLASS – SPRING BREAK

Class 9: Review Prior Class & Discussion of Following Chapters

March 21

Free Text Chapter 11: Business Organizations

Chapter 1 of Nutshell: Pages 15-23 (to end of section)

Chapter 5 of Nutshell: Pages 75-88

DISCUSSION TOPICS

- Advantages/Disadvantages of Incorporating Business Organizations
 - Sole Proprietorships
 - Partnerships
 - Corporations
 - Limited Liability Entities, the LLC, the LLP, and Others
 - Distribution of Powers in a Corporation
 - Roles of Shareholders, Board of Directors & Officers Generally
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Class 10: Review Prior Class & Discussion of Following Chapters

March 28

Chapter 6 of Nutshell: Pages 89-117

Chapter 15 of Nutshell: Pages 348 – 368 (to end of section)

DISCUSSION TOPICS

- Rights Duties & Responsibilities of Shareholders.
- Shareholder Action, Collusion, Voting, Stock-Transfer Restrictions
- Inspection of Corporate records
- Shareholder Derivative Litigation

**Assignment 4 to be submitted in the Assignments folder on Sakai by 11:55pm
Monday, April 2**

**Class 11: Review Prior Class & Discussion of Following Chapters
April 4**

Chapter 7 of Nutshell: Pages 118-136
Chapter 9 of Nutshell Pages 151-189

DISCUSSION TOPICS

- Rights Duties & Responsibilities of Board of Directors.
 - Director Voting Procedure & Decisions by the Board
 - Board Vacancies, Compensation & Committees
 - Fiduciary Duties Owed by Directors/Officers
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**Class 12: Review Prior Class & Discussion of Following Chapters
April 11**

Chapter 8 of Nutshell: Pages 137-149
Chapter 9 of Nutshell Pages 151-189

DISCUSSION TOPICS

- Rights Duties & Responsibilities of Officers.
- Officers as Agents of the Corporation
- Selection & removal of Officers
- Fiduciary Duty Owed by Officers

**Assignment 5 to be submitted in the Assignments folder on Sakai by 11:55pm
Monday, April 16**

**Class 13: Review Prior Class & Discussion of Following Chapters
April 18**

Free Text Chapter 12: Employment Discrimination
Free Text Chapter 13: Business in the Global Legal Environment

DISCUSSION TOPICS

- Overview of Title VII of the Civil Rights Act of 1964
- Enforcement of Title VII

- Other Federal Antidiscrimination Laws
- The Nature of International Law
- Trade Regulations, Contracts, and Prohibited Activities in International Business

Class 14: Review Prior Class & Discussion of Following Chapters
April 25

Readings to be assigned in class and posted on Sakai

DISCUSSION TOPICS

- Non Profit Entities
- Types of NPEs, Forming and Dissolving NPEs
- Procedural Requirements & Reporting
- Losing NPE status

Assignment 6 to be submitted in the Assignments folder on Sakai by 11:55pm Monday, April 30

Final Exam will be a take home final exam to be assigned on the last day of class to be submitted in the Assignments folder on Sakai by 11:55pm ~Friday May 4

Assessment Policy:

Letter Grade	Scores Based on Course Components
A	90-100
B+	85-89
B	80-84
C+	75-79
C	70-74
D	60-69
F	< 60

Note: Rounding up or down for ‘in between grades’ will be based on multiple factors including participation and attendance; but will only be considered for 1% point. For example, an 84.6% may round up to an 85% for a B+ if attendance and participation are exceptional; an 84.4% will in all but exceptional instances not round up; and a 83.9% will not be considered for rounding up to a B+. The thresholds for final letter grades will be re-scaled if a conventional standard seems unreasonable.

Academic Integrity: All students are responsible for locating, reading, and abiding by the University Policy on Academic Integrity for Undergraduate and Graduate Students. The policy is available on-line at <http://cat.rutgers.edu/integrity/policy.html>.

Some additional thoughts on assignments, take home exam and academic integrity:

- All homework assignments and the take home final exam are to be handed in via Sakai, using the Assignments tab. Do not put it in the Drop Box, it will not be accepted and I will not look for it there.
- Submissions must be complete; no partial assignments can be submitted, they will not be accepted.
- Cheating or copying from another student's answers will result in a ZERO for both involved.
- Working or studying together does not constitute as cheating as long as all work is original and not duplicated.
- Uploading or downloading course answers/materials/etc. or someone else's work from previous semesters is plagiarism and considered cheating resulting in a zero grade.

Recommendations: Requests for recommendations must be made in writing after completion of the course.

Office Hours: Prior to and immediately after class in classroom, and otherwise by appointment.

Special Needs: Rutgers, the State University of New Jersey abides by the Americans with Disabilities Act of 1990, the Americans with Disabilities Act Amendments (ADAA) of 2008, and Sections 504 and 508 which mandate reasonable accommodations be provided for qualified students with disabilities and accessibility of online information. If you have a disability and may require some type of instructional and/or examination accommodation, please contact me early in the semester so that I can provide or facilitate in providing accommodations you may need. If you have not already done so, you will need to register with the Office of Disability Services, the designated office on campus to provide services and administer exams with accommodations for students with disabilities. I look forward to talking with you soon to learn how I may be helpful in enhancing your academic success in this course.