



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

LAW FOR BUSINESSES & NON-PROFIT ORGANIZATIONS

37:575:220:02

SPRING 2020

TIME & LOCATION OF CLASS: MONDAY 9:50 AM – 12:50 PM,
All course meetings will be virtual online in real time via WebEx

PROFESSOR PETER ROKKOS

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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; and
- 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.

Course Structure Overview: This course will be presented over 14 weeks with a focus on providing weekly ongoing interaction and material development and requiring live student participation in each particular segment. My goal is to present the materials in a manner that maximizes interactions weekly with students, the topics covered and current events; while providing contingencies if live participation at a given point in time becomes

impossible. This balance will require your help so your weekly live participation in lectures, discussion forums and other forms in real time is greatly appreciated. To the extent students cannot plug into our weekly lectures in real time, active participation in discussion forums, watching video recordings of our WebEx sessions and other methods will be required. However, my strong desire is for nearly all of you to be active and contributing live and in person during our normal class scheduled WebEx meetings.

Course Delivery Format: The course delivery mode is remote synchronous; meaning that the learning activities take place online (virtually) and there will be live/synchronous sessions each class.

SCHOOL AND DEPARTMENT LEARNING OBJECTIVES

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

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.

Poll Everywhere. During lectures throughout the semester, I will often present you with polls and ask you to answer them using a website called Poll Everywhere. This site allows you to respond to polls in a number of different ways, including (1) your cell phone, via text message, (2) the web browser on your laptop, iPad/tablet, or cell phone, and (3) certain apps available on your cell phone.

Poll Everywhere will be used during the semester to collect your feedback and to take attendance. Please follow the following link in order to create a Poll Everywhere account.

<https://PollEv.com/peterrokkos/register>

By registering with this account, the instructor will be able to view your email and see your responses to polls (unless the poll is clearly marked as anonymous).

You will be asked to provide your email address, certify your mobile phone number (if you would like to participate in my polls via SMS texting), and create a password. Please choose to share your name with the instructor after you register. If you have any questions, please visit the Poll Everywhere User Guide (<http://www.polleverywhere.com/user-guide>).

It is considered a serious act of academic dishonesty to respond to Poll Everywhere questions when not physically present in the classroom or on a virtual WebEx meeting.

Canvas: The course will be using Canvas extensively; the course site for Canvas may be accessed through the following link:

<https://rutgers.instructure.com/courses/80054>

If you are new to Canvas, be sure to complete the Canvas Tutorials under Course Tools Tutorials section of the Modules.

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 Canvas. Plan your time well. Grading weights are as follows:

Assignments	35%
Participation	25%
Midterm Exam	20%
Final Exam	20%

Attendance and Participation: Participation in the lectures and class meetings is critical to the class both in terms of being present in class and fully participating. Attendance will be taken in class using Poll Everywhere multiple times during each class, and those not participating will lose points on the participation and attendance score. Materials will be presented in class that are not covered in the readings and they will make up a significant part of the examinations. All additional materials will be available on Canvas.

Attendance is of critical importance. It is essential to keep up with the class material.

A student missing more than 5 classes absent extreme circumstances will not receive credit for this course. Any student that misses a class, as confirmed through Poll Everywhere during each class, will be required to watch the WebEx recording of the class lecture and post a comment on the class's discussion forum page within one week from the missed class with an observation or thought on the missed class lecture. In other words, if you miss a class, you will be marked absent and are required to 'cure' your absence and get credit as if you attended the lecture, by watching the video of the lecture and posting an intelligent comment on the lecture to the Discussion forum. Please note this is an accommodation being made due to the extraordinary circumstances we live in – it should only be used on a limited basis.

Each student will be required to submit one comment on Canvas during most weeks prior to each class using the Assignments folder on Canvas. **This is part of your participation grade which accounts for 25% of your overall grade.** These comments should address issues discussed in the current week's readings or topics in the news relating to these materials. Students will be called upon in class to discuss their Participation comment so please come to class prepared to engage on the comment you provided.

At the instructor's discretion, perfect attendance (attending all classes in full) and consistent contributions to class discussions and homework review may improve your final grade by up to a half grade (e.g. from B to B+).

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 Canvas. 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 8th edition is now available but the 7th and earlier editions are fine for our purposes (and often less expensive)
- Additional materials, if assigned, will be made available on Canvas. 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 Canvas for specific assignments and due dates.

CLASS SCHEDULE

**Class 1: Introduction, Course Overview & Discussion of Following Chapters
September 8**

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
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**Class 2: Introduction, Course Overview & Discussion of Following Chapters
September 14**

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
-

**Class 3: Review Prior Class & Discussion of Following Chapters
September 21**

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
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**Assignment 1 to be submitted in the Assignments folder on Canvas by 11:55pm
Friday, September 25**

**Class 4: Review Prior Class & Discussion of Following Chapters
September 28**

Free Text Chapter 7: Torts

Chapter 1 of Nutshell: Section 1.10

DISCUSSION TOPICS

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

Class 5: Review Prior Class & Discussion of Following Chapters

October 5

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 Canvas by 11:55pm
Friday, October 8**

**Class 6: Review Prior Class & Discussion of Following Chapters
October 12**

Free Text Chapter 9: Intellectual Property

DISCUSSION TOPICS

- Intellectual Property & its Constitutional Roots; Patents, Trade Secrets, Copyrights and Trademarks

**Class 7: Review Prior Class & Discussion of Following Chapters
October 19**

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 Canvas by 11:55pm
Friday, October 23**

**Class 8: MIDTERM
October 26**

**Class 9: Review Prior Class & Discussion of Following Chapters
November 2**

Free Text Chapter 11: Business Organizations

Chapter 1 of Nutshell

Chapter 5 of Nutshell

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
November 9

Chapter 6 of Nutshell
Chapter 15 of Nutshell

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 Canvas by 11:55pm
Friday, November 13

Class 11: Review Prior Class & Discussion of Following Chapters
November 16

Chapter 7 of Nutshell
Chapter 8 of Nutshell
Chapter 9 of Nutshell

DISCUSSION TOPICS

- Rights Duties & Responsibilities of Board of Directors and Officers.
 - Director Voting Procedure & Decisions by the Board
 - Board Vacancies, Compensation & Committees
 - Officers as Agents of the Corporation
 - Fiduciary Duties Owed by Directors/Officers
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Class 12: Review Prior Class & Discussion of Following Chapters
November 23

Chapter 11 of Nutshell
Chapter 14 of Nutshell

DISCUSSION TOPICS

- Registration and Reporting Requirements
- Sarbanes Oxley

- Proxy Solicitation
- Executive Compensation
- Securities Law Violations

Assignment 5 to be submitted in the Assignments folder on Canvas by 11:55pm Friday, November 26

**Class 13: Review Prior Class & Discussion of Following Chapters
November 30**

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
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**Class 14: Review Prior Class & Discussion of Following Chapters
December 7**

Readings to be assigned in class and posted on Canvas

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 Canvas by 11:55pm Friday, December 11

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 Canvas by 11:55pm ~Monday, December 10

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>.

The rights of students will be protected to ensure that test scores are related to competence in the subject matter. Therefore, all examinations will be carefully proctored. If cheating is detected, it will be prosecuted to the limit allowed by University policies.

Some additional thoughts on assignments, exams and academic integrity:

- All homework assignments and the take home final exam are to be handed in via Canvas, using the Assignments tab.
- 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.
- Open book and open note exams are given to allow for a more realistic work environment that grants students access to all resources they could apply to a problem. Using these resources to search for relevant information on the internet is allowed however a Google search of a multiple-choice question to see if the answer key exists on the internet is not.

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

Office Hours: Office hours for Professor Rokkos are typically between 4-6pm Monday and 3-5pm Tuesday (although please email to confirm as this time changes) and otherwise by appointment. I strongly encourage students to schedule some time for office hours, either in an office or at various areas across campuses, so please reach out.

Special Needs: Rutgers University welcomes students with disabilities into all of the University's educational programs. In order to receive consideration for reasonable accommodations, a student with a disability must contact the appropriate disability services office at the campus where you are officially enrolled, participate in an intake interview, and provide documentation: <https://ods.rutgers.edu/students/documentation-guidelines>. If the documentation supports your request for reasonable accommodations, your campus's disability services office will provide you with a Letter of Accommodations. Please share this letter with your instructors and discuss the accommodations with them as early in your courses as possible. To begin this process, please complete the Registration form on the ODS web site at: <https://ods.rutgers.edu/students/registration-form>.