



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

FALL 2018

**TIME & LOCATION OF CLASS: THURSDAY 2:50 – 5:50 PM,
RUTGERS ACADEMIC BUILDING, 15 SEMINARY PLACE, NEW BRUNSWICK
ROOM AB-4400**

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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 IV).

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

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 VI)
- 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.
- **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 several 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 register to the account for the course.

www.poll everywhere.com/register?p=34j0t-17nd&pg=XEGza3T&u=oBfr7OVU

- 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.poll everywhere.com/user-guide>).

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	10%
Participation	10%

Midterm Exam	25%
Final Exam	25%

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 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 Sakai.

A student missing more than 5 classes will not receive credit for this course. Each student will have one excused absence that will not count towards these five classes or receive any penalty to their attendance grade. This excused absence can be used for any reason and does not require a note, so it can be used for an absence related to an illness, for example.

Points can be deducted for not being present to participate in the class and for egregious classroom conduct. Each unexcused class absence beyond the first one reduces your attendance score by 2 points.

Attendance is of critical importance. It is essential to keep up with the class material. Attendance will be taken during certain classes using Poll Everywhere.

Each student will be required to submit one question and one comment on Sakai during most weeks prior to each class using the Assignments folder on Sakai. This is part of your participation grade which accounts for 10% of your overall grade. These questions should address issues that were unclear in the reading or any past questions from past classes that require clarification. These will be used as a basis for questions the instructor will address in the current and subsequent classes and should include some insights into the week's materials or topics in the news relating to these materials.

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
September 6**

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
September 13**

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 20**

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, September 24**

**Class 4: Review Prior Class & Discussion of Following Chapters
September 27**

*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
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**Class 5: Review Prior Class & Discussion of Following Chapters
October 4**

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, October 8**

**Class 6: Review Prior Class & Discussion of Following Chapters
October 11**

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

October 18

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, October 22**

Class 8: IN CLASS MIDTERM
October 25

Class 9: Review Prior Class & Discussion of Following Chapters
November 1

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
November 8

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, November 12**

**Class 11: Review Prior Class & Discussion of Following Chapters
November 15**

Chapter 7 of Nutshell: Pages 118-136

Chapter 8 of Nutshell: Pages 137-149

Chapter 9 of Nutshell Pages 151-189

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

NOTE RUTGERS CHANGE OF DESIGNATION DAY

Tuesday November 20 will follow the normal Thursday schedule of classes

No class November 22, Thanksgiving Break

**Class 12: Review Prior Class & Discussion of Following Chapters
November 20**

Chapter 11 of Nutshell Pages 235-262

Chapter 14 of Nutshell: Pages 320 - 347

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 Sakai by 11:55pm
Monday, November 26**

**Class 13: Review Prior Class & Discussion of Following Chapters
November 29**

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
December 6**

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, December 10**

**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 December 14**

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. An academic integrity contract is required from each student. Students must submit a signed copy of the contract on Sakai by the second class they attend. ASSIGNMENTS AND EXAMS TURNED IN BEFORE THE ACADEMIC INTEGRITY CONTRACT IS HANDED IN WILL RECEIVE A GRADE OF "0."

Some additional thoughts on assignments, exams 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.
- 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: 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.