

FD'02

## **BU 361: BUSINESS LAW**

### **SYLLABUS**

**Wayne M. Tanna, J.D., LL.M.**

**Office: MWF 10:30-12:30**

**CLASS TIMES: TR 11:00-12:20**

**and by appointment**

**Email wtanna@chaminade.edu**

**FALL 2002**

**739-4606 (CHAMINADE X-606)**

Textbook: Business Law, The Legal, Ethical, and International Environment, 4th Ed., Cheeseman, Prentice Hall (hardback)

Summary:

Blaw 200 is an introductory course to law--its nature, development, flexibility, and growth--and to the legal environment of business, with particular emphasis on contract law--dealing with the offer, acceptance, reality of consent, consideration, capacity to contract, illegality, the Statute of Frauds, the rights of third parties, the performance of contracts, and remedies. It includes a study of the Uniform Commercial Code (UCC), the Restatement (Second) of Contracts, the Uniform Partnership Act, and the Model Business Corporations Act; the law of agency, of partnership, of corporations, and the area of government regulations of business dealing with the interrelationships of economics and the law; the Sherman Antitrust Act, the Robinson-Patman states Act; the Federal Trade Commission Act; and other related laws governing economic competition both here in the United States and internationally. This course is also a service learning course. We all have the responsibility to return something to society. It is especially important that people in business have a social conscience. In this class you will have the option to participate in a service project that relates to the field of law during this semester.

Course Objectives and Student Responsibilities

To learn and refine methods of legal reasoning and analysis, and apply these to problems arising in the commercial world, using the following steps:

- a) Applying the rules of law to specific facts, either real-life or hypothetical;
- b) Discerning the range of possible outcomes or results;
- c) Recommending appropriate courses of actions for business managers in similar situations; and
- d) Identifying general management rules or policies that might be established from the law and the facts.

Study methods of statutory analysis and interpretation (of the UCC) and apply them to commercial problems.

Understand the basic principles of law that relate to commercial transactions, and learn how to apply these principles to problems that arise in commercial transactions and consumer transactions in the U.S. and internationally.

Learn the nature of law, how laws are made, and the complex interactions between law and social, political, and economic forces.



To explain legal terms in simple, plain, and yet accurate English so that such terms will be of use to you as a future business manager.

To develop an increased awareness of legal, governmental, and ethical restraints facing business managers.

To raise and discuss issues in regard to actions which may be legal but not ethical or moral.

To increase skills in making management decisions which have legal ramifications.

To increase your awareness of when legal counsel is necessary or appropriate and how to seek such counsel.

Course Competencies: Upon satisfactory completion of the course the student should be able to:

General:

Demonstrate a broad understanding of the American system of jurisprudence—its evolution and procedures.

Recognize broad principles of law relating to contracts, the UCC, agency, partnership, corporations and government regulations.

Specific:

Understand basic concepts in the areas of tort law, property law, comparative law, and the law of intellectual property.

Explain the nature and types of contracts and identify the basic elements of valid contracts.

Explain mutual assent and identify basic elements of valid offers and acceptances.

Discuss the various circumstances constituting termination of contracts and indicate the legal remedies available for non-performance.

Compare the advantages and disadvantages of the three basic forms of business organizations.

Demonstrate an understanding of the nature of agency and describe the basic duties, rights, and liabilities of agents, principals, and third parties.

Describe the nature of partnerships--their formation, termination, rights, powers, and liabilities of general and limited partners.

Discuss the formation and characteristics of a corporation and the nature of capital stock and securities.

Discuss the rights, duties, and responsibilities of corporate directors and officers.

Identify the basic rights and liabilities of shareholders.

Discuss the purposes and functions of government regulations and other related laws that govern economic competition.



To achieve the above objectives and competencies, students are expected to attend all classes; complete all written and reading assignments as advance class preparation; take an active part in class discussions; organize and participate in a study group (optional); brief all the assigned cases; and write critical analyses for all assigned problems.

### **Grades:**

There will be three (3) examinations [two midterms and one final] given throughout the semester. These exams will be cumulative. This comprehensive nature is to assist the student in discerning the interrelationships among legal and managerial concepts in the course. The format of these exams will be a combination multiple choice, definitions, and essay questions. These three examinations and a research paper will determine your grade for this course. All The midterms will be returned one week after they are taken. The paper and the final will not be returned. Further, except for good cause, in compliance with privacy laws, final grades will not be given out prior to the distribution of report cards. **The instructor reserves the right to issue a grade of "F" or to otherwise adjust the grade of any student that misses more than 20% of the scheduled class sessions in any month or who fails to respond to in class problems.**

**ATTENDANCE AND PARTICIPATION:** Attendance and participation are required. If you are absent, you must check with the instructor or a fellow student to learn of any changes in assignments or exam schedules, and you will be responsible for any information provided in the missed class.

**THE THIRTY MINUTE RULE:** THERE MAY BE TIMES WHERE DUE TO CIRCUMSTANCES THAT ARE BEYOND MY CONTROL I WILL NOT BE ABLE TO START THIS CLASS ON TIME. IF THIS SHOULD OCCUR YOU ARE TO WAIT FOR THIRTY MINUTES BEFORE LEAVING CLASS. IF YOU CHOOSE NOT TO WAIT YOU WILL STILL BE RESPONSIBLE FOR ANY MATERIAL THAT IS DISCUSSED IN CLASS.

(If there is any student in this class who has need for special accommodations for test-taking or note taking, please feel free to come and discuss this with me.)

25%

Term paper 20 pages (typed and in proper form with a minimum of 15 references) on the Americans with Disabilities Act of 1990. As an alternative to the term paper you may do a community service project in which you commit a minimum of 40 hours of training (training may count for no more than 25% of the time required for this project) and volunteer work (this option is not as easy as it seems). First it will be your responsibility to find a suitable placement and further you **must** fulfill all of the organization's requirements. I will provide a verification and evaluation form for completion by the volunteer organization's supervisor to fill out). Additionally, there will be a number of short written assignments that must be done while performing the service learning project. This option must be initiated within the first three weeks of class to be valid. Further information on this option will be given in the second week of class. Please note that if you are not able to complete this option within the time limits of this semester a grade of "I" will be assigned. **This requirement, paper or service learning, will be graded on a pass/fail basis. Due Date for paper: December 3, 2001-NO LATE PAPERS. Outline and list of references due September 17, 2002 No late papers WILL BE ACCEPTED.** Failure to complete this requirement will result in a two (2) grade penalty.

**SERVICE LEARNING** is a method by which students learn through active participation in thoughtfully organized service conducted in and meeting the needs of the community. Service learning is integrated into and enhances the curriculum. It includes structured time for reflection and helps to foster civic and corporate responsibility. As a pedagogy, service learning emerges from experiential learning theory and encourages active student involvement in the learning process.



25% Final Examination (See final examination schedule for the date and time for the final for this class period). 50 possible points

25% Midterm Exam I 50 possible points

25% Midterm Exam II 50 possible points

A = 128\*

B = 105\*

C = 90\*

D = 75\*

\* with a passing grade  
on the paper or service  
learning option.

Further, please note that a rule in my class is the primacy of the TEXTBOOK. If for some odd reason there happens to be a conflict between what I say in the lecture and what is written in the textbook; the textbook will control. This means that the correct answer for the exam will be that which is found in the textbook and not that given in class. Generally, there is no conflict between the lecture and the textbook.

MAKE-UP EXAMINATIONS will be given only at the option of the instructor; immediate arrangements must be personally made by any student that misses an exam, and there must be a showing of good cause before any make-up test will be allowed. If a make-up is not possible a greater weight will be given to the final examination. There will be NO make-ups for the final exam.

EXTRA CREDIT IN THIS CLASS. There will be no extra credit in this class. To do well in this course, all that is required is to study hard and to do your best on the exams.

#### HOW WILL THE SUBJECT OF LAW BE PRESENTED BY YOUR INSTRUCTOR?

Lecture will be the main method: This is where the law will be stated for you. However, students will be engaged to participate in class discussions on a daily basis. At the same time, please remember that, in class, the encouragement and allowance of student views are structured so the learning process is maximized for all students and class discussions are not monopolized or dominated by only a few students.

Reading is supplemental to the lecture and advanced preparation of the assigned reading and problems will greatly enhance the student's understanding of the materials presented in the lecture.

Case law will be used to make the law meaningful. These cases will be found in your textbook.

There will be times when you may not understand the material being covered in class. If this occurs, please do not be afraid to interrupt the instructor and ask the instructor to repeat or explain the part that you did not understand. If you are not comfortable with interrupting your instructor during the class session, please feel free to see your instructor after class or at the instructor's office. Depending on how you feel about working with others in your class, it may be a good idea to form a study group of three to five of your fellow students to review the subject matter every two weeks or a few days before each examination; you may find that this type of study or



support group is a good way to learn from and with one another. You may also find that you study and learn better on your own.

I also encourage the expression of student views in my classes. If you have any suggestions on how to improve the course, even as the course progresses, please feel free to raise those suggestions with me. MAHALO.

A NOTE ON ENGLISH--Whether we like it or not, English is the language of communication in this course. Thus, it is important that correct English Grammar and spelling is used. In our class discussions, informal English may be used so long as it is designated and recognized as such. However, on exams and papers, formal and correct English will be expected to be used.

Caveat: ALL DISCUSSIONS AND EXAMPLES IN THIS CLASS ARE TO BE USED FOR ACADEMIC PURPOSES ONLY. THE EXPLANATIONS GIVEN BY YOUR INSTRUCTOR ARE NOT TO BE CONSTRUED AS LEGAL ADVISE. AS INDIVIDUAL SITUATIONS ARE UNIQUE, A SOUND LEGAL OPINION WOULD REQUIRE INTENSIVE INVESTIGATION AND RESEARCH. ACCORDINGLY A SOUND LEGAL OPINION CAN NOT BE RENDERED WITHIN THE TIME LIMITATIONS OF A CLASS DISCUSSION. IF YOU HAVE A LEGAL PROBLEM, CONSULT AN ATTORNEY THAT PRACTICES IN THE AREA OF LAW IN WHICH YOU ARE EXPERIENCING DIFFICULTIES. I WILL BE HAPPY TO REFER YOU AN ATTORNEY THAT PRACTICES IN A SPECIFIC AREA SHOULD YOU NEED PERSONAL LEGAL ASSISTANCE.

THE ACADEMIC DISHONESTY POLICY OF THE UNIVERSITY WILL BE STRICTLY ENFORCED IN THIS CLASS.

The sequence that the subject matter will be discussed in class will be as follows unless a change is announced in class:

Unit I

Unit II

Unit XIII

MIDTERM 1

Unit III

Unit IV

MIDTERM 2

Unit VIII

Unit IX

Unit X

Unit XI

**FINAL EXAM --- SEE FINAL EXAMINATION SCHEDULE.**

Chapters referred to above are in Business Law, Ethical, International, & E-Commerce Environment; Fourth Edition (hereafter referred to as "the textbook"). Problem and case assignments will be made periodically in class.



## SERVICE LEARNING ASSIGNMENT ONE

Your first service learning assignment will require you to investigate possible placements, choose one that you will be willing to stay with for the duration of the semester or the project's required time commitment (whichever is longer) and to make your first visit or orientation meeting.

1. You may get assistance from others on campus to locate an agency to serve with. However, please remember that I must approve both the agency and the kind of work that is to be done at that agency.
2. Investigate each of the possible projects that interest you with respect to:
  - a. Practical issues--can you get there and back at the times the agency requires your time and service (do you have transportation, does the time fit into your schedule)?
  - b. Personal issues--will you be working with a population or in a situation that is comfortable for you? Can you work there effectively or will this whole situation get you stressed out?
  - c. Course related issues--is the agency and the service to be performed the type of activity that relates to law or accounting; will the project meet with my approval?

You may be able to talk with other students that have volunteered with the agency you are thinking about working with. You may want to interview the volunteer coordinator at the site you are thinking about working at. You may also try to talk with other instructors or administrators at our school that are involved with service learning in order to find out more about possible opportunities that may work for you.

3. Set up your first visit and plan a regular schedule when you are ready to proceed with your service learning project.

Your first written report (1-2 typed pages) is **DUE: September 19, 2002** and should include:

- a. A discussion of the place you have selected and your rationale for choosing the one you did. How does this fit in with the subject you are studying?
- b. A discussion of the things you did to check out the agency that you are thinking about working with.



August 27, 2002

Dear Student,

Teaching classes in business administration and law is my vocation. Both business administration and my students are important to me. I work hard at teaching and expect my students to work hard at learning. I am a parent, a professor, an attorney, an accountant, a tax and business consultant, an author, and a financial planner.

My office phone number is 739-4606 (Chaminade). Please use this number or Email me at [wtanna@chaminade.edu](mailto:wtanna@chaminade.edu) if you wish to reach me or if you have problems with the homework. No cell phone in class.

It is your responsibility to learn the material. It is my responsibility to make the learning process as productive as possible. If you miss a class, check the course outline to determine what you must do, read the material in the text, do the homework, and call if you need help.

Tests are like job interviews scheduled weeks in advance: treat them as such. Do not miss a test. If you do miss a test, be sure that I know about it as soon as you do or I will have to assume that you are no longer interested in passing this class.

Being a student is not an easy job. It is work. Plan time to attend class, as well as time to work on the material outside of class. If I can be of help, call me or see me in my office or just after class. Additionally, please keep in mind that knowledge of the law is cumulative. Do not fall behind in your reading. Work all assignments. And while you are in class please set all of your cell phones and pagers to a non-audible mode. I will penalize students who disrupt class (especially during exams) with their pagers and cell phones.

I have one additional thought for you as we start this semester: If you have something to do, in the words of Nike "JUST DO IT", if not, relax and have some fun. HAVE A GOOD SEMESTER.

Very truly yours,

Wayne, your instructor

P.S. I have a teaching assistant that usually accompanies me to class. His name is R.P. Orange, the Reasonably Prudent (a term of great legal significance) Orangutan. You may have previously seen or heard of him. In reality, he is a stuffed animal. However, it is what he stands for that is important. There are three things that he is in class to promote: First, there is more to life than what is in any single class or classroom (priorities); Second, grades are not everything (it is what you learn or the knowledge that is gained that really matters); and Third, if you need a hug or something to make you take yourself (instructor included) less seriously, R.P. Orange is there for you.

Now, write a letter to me, Wayne, your instructor, telling me who you are. Tell me of your strengths, weaknesses, fears, and goals. Discuss your world and how your roles in this world might affect your performance in this class. Speak of your business background. Discuss how this class might play a role in your future.

Tell me what I might do to help you achieve your goals for this class. Include in your letter a statement that you have read and understood the grading for this class and the academic dishonesty policy of the university. This letter must be typed. **Due Tuesday September 3, 2002.**