

DEVELOPMENTS IN BUSINESS LAW-SUMMER 2018 BLBU 2234
10067

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SYLLABUS

This survey course provides an overview of the fundamental concepts and legal principles applicable to the business community. Topics covered include torts, contracts, choice and operation of business entities (partnerships, limited liability companies, and corporations), securities laws, privacy laws, antitrust laws and banking laws, environment laws, employment laws, bankruptcy laws, laws governing the sales of goods, constitutional law, as well as the legal -- and ethical -- challenges facing corporate management.

Learning Goals

Successful students will expand their legal reasoning skills; specifically, successful students will be able to (1) identify potential legal issues that arise during the day-to-day operation of a business, (2) identify potentially appropriate responses and (3) consider how a business can prevent or deal with violations of law. Students are encouraged to participate in group discussions in a safe environment.

Required Texts and Materials

BUSINESS LAW, Mann and Roberts c 2017 Cengage

Basis for Final Grade

Your raw grade is based on a 100 point scale, calculated as follows:

Midterm Exam	25
Final Exam	50 points
Class Participation	15 points
Class writing assign	10
TOTAL	100 points

Your final grade (the grade that appears on your transcript) will be calculated by applying your raw grade to a curve mandated by the Law & Ethics Area. The curve is as follows:

Grade(s)	Percentage of Class
A and A- (combined)	10-20%
B+	10-20%
B	15-25%
B- and C+ (combined)	10-25%
C and C- (combined)	10-25%
D	0-10%
F	0-5%

A student's participation grade is based on the quality of their contributions to the class as well as adherence to course policies and attendance.

Exams:

The mid-term will be held in class

The Final exam will be a take home exam

The date of the Midterm Exam will be set by the professor (See Schedule below)

Course Policies: Technology and Media

You should buy the text before the first class, or you can load it on your laptop. You may not use the laptop for any other purpose. Use of the laptop to play games, email, or for any other unapproved activity will result in a loss of up to all class participation points, at the professor's discretion.

Phones and Similar Electronic Devices Prohibited: Students shall not use phones or similar electronic devices in class, except at breaks. Such devices are to be turned off before the start of class. They may not be used or referred to during class. Failure to follow this rule may result in a loss of class participation points.

Recording of Class Prohibited: Students shall not record class. Failure to follow this rule may result in a loss of class participation points.

Course Policies: Student Expectations

Attendance Policy: Students are expected to attend every class. Absences will be excused only if they are due to a religious holiday, serious illness, death in the student's immediate family, or required participation in a university-sponsored event. All requests to have an absence excused must be processed through your class dean. You must also e mail me before the class you will miss and provide an explanation. Such requests must be made in writing within one week of an absence.

Please schedule job interviews and other work so that you do not miss class.

Absences due to reasons other than those listed above will be considered unexcused. Each student can have one unexcused absence without effect on your grade. For each additional unexcused absence, a student's course grade will be reduced a half letter grade. Students should plan job interviews, etc so that they do not conflict with classes.

Students are expected to arrive to class on time and are expected to remain in the classroom for the full time period. Students leaving the room prior to the end of class will be considered late for that class and it will impact their participation grade.

Class Breaks: Ordinarily there will be two breaks of 15 minutes. If the class wishes to have shorter breaks and end a little earlier, we may eliminate one break.

Fordham University's Policy on the Integrity of Full-Time Study: Fordham University cannot compromise on its objective of the honest and wholehearted pursuit of academic excellence. Students must guard against allowing outside activities, including part-time employment, from interfering unduly with their academic pursuits. Full-time student status means just that. Therefore, students should not compromise their academic careers by losing sight of the primary objective of academic excellence.

Professionalism Policy: Please practice professional and courteous deportment during class. Surfing, texting, tweeting, facebooking, myspacing, IM-ing, playing games, or any other similar activity will distract you and your classmates. Violations of this policy will impact your participation grade.

Fordham University's Academic Conduct Policy:

In this course—and in every course—you are expected to abide by Fordham University's Code of Conduct, which includes, but is not limited to, following Standards of Academic Integrity:

STANDARDS OF ACADEMIC INTEGRITY

Academic integrity is the pursuit of scholarly activity in an honest, truthful, and responsible manner. Violations of academic integrity include, but are not limited to, plagiarism, cheating on exams, falsification, unapproved collaboration, and destruction of library materials. Below are instances of violations with which all members of the academic community should be familiar.

A. Plagiarism:

Plagiarism occurs when individuals attempt to present as their own what has come from another source. Plagiarism takes place whether such theft is accidental or deliberate. It is no defense to claim that one has “forgotten” to document ideas or material taken from another source.

Examples of plagiarism include, but are not limited to:

- i. Using the ideas of another person, whether or not such ideas are paraphrased, from whatever source including oral, print, broadcast, or computer-mediated communication;
- ii. Rewriting borrowed material by simply dropping a word here and there, substituting a few words for others, or moving around words or sentences;
- iii. Presenting borrowed material, whether a phrase, sentence, or whole paragraphs without placing quotation marks around the borrowed material in the approved style;
- iv. Presenting as one's own an assignment, paper, or computer program partially or wholly prepared by another person, whether by another student, friend, or by a business or on-line service that sells or distributes such papers and programs;
- v. Failing to use proper citation for information obtained from print sources or the internet, according to citation criteria specified by the instructor or in cases where instructor guidance is not given, by standard manuals of style (e.g. The Chicago Manual of Style).

B. Cheating

Cheating occurs when individuals use course materials, information or devices (e.g., programmable calculator, cell phone) when such is unauthorized or prohibited.

Examples of cheating include, but are not limited to:

- i. Having or using unauthorized materials, information or an unauthorized device at an examination, test or quiz;
- ii. Copying from another student at an examination, test or quiz, or copying another student's assignment, data or laboratory report;
- iii. Permitting another student to copy from an assignment, paper, computer program, project, examination, test or quiz;
- iv. Obtaining and/or using an unauthorized examination, test, or quiz prior to its administration;
- v. Having another person act as proxy to take an examination, test or quiz or to complete an assignment, paper, computer program, or project.

C. Falsification

Falsification occurs when individuals make false statements that mislead others.

Examples of falsification include, but are not limited to:

- i. The submission or presentation of a falsified excuse for an absence from a course requirement, examination, test or quiz;
- ii. The presentation of false identification or credentials in order to gain admission to a course, examination, test, quiz or degree program;
- iii. The creation of a false or misleading citation;
- iv. The manipulation or falsification of data for an academic assignment.

Sanctions for violations of academic integrity outlined in the Fordham University Student Handbook include receiving a failing grade on the assignment/examination, and possibly receiving a failing grade for the course.

OFFICE HOURS, BY APPOINTMENT, BEFORE CLASS

Course Structure, Assignments and Syllabus

Each student should read the NY Times or Wall St. Journal at least several times a week. Please be prepared to discuss a current corporate legal or ethical issue reported on in one of these papers at each class,

Course Structure: The class will be divided into groups constituting the boards of directors of various large corporations such as Apple, Boeing, Citigroup and Exxon. Each board member of each team will be assigned one legal decision involving his or her company to present to the class and discuss how it should impact future actions of the company. For example, a member of the Apple Board may be asked to discuss a case involving the Apple dispute with the FBI. The number of boards will depend on the size of the class. Each student will have to present one court decision during the term. Each board will also discuss the impact of business laws on its company. The rest of the class will then add comments. Recent news developments regarding the legal obligations corporations will also be reviewed.

CLASS ONE Tuesday, May 29

What are the sources of Laws and the Bases for Laws

for this class, READ Ch. 1, pp 2-11, 698-711 and App. A, the US Constitution

What are laws, how do they govern conduct and what is the origin of those laws.

How has the US Constitution impacted the development of federal and state laws.

Class will be divided into boards of directors depending on size of class

CLASS TWO Wed. May 30

READ PP 745-762 for this class

Continue discussion of the conduct governed by laws and the origin of those laws and discuss of corporate law

What is a corporation? Who owns and/or manages a corporation

What types of corporations are there

How are corporations organized.

What are the duties of the employees of corporations.

What is a fiduciary duty?

What are the special duties of corporate boards of directors

What are the rights of shareholders?

Each of the Boards formed by class to develop a list of regulations that might impact its particular business business

CLASS THREE- Thurs, may 31

READ PP 42-44

READ CH. 3-1 to 3-2D; 3-3A; PP45-46; FIGURE 3.9

Continue discussion of rules that apply to corporate conduct;

Discuss the organization of courts in the United States

Class discussion on the types of courts in the United States

Brief overview of how to read a court decision.

Boards of Directors will meet and develop committees and elect a CEO and Chairperson.

CASES (court decisions) TO BE ASSIGNED FOR WEEK to each board of directors.

CLASS FOUR Tues, june 5

Read chapter 7, all ;

READ ch. 8, pp 147-151 section 8-1c to 8.3 and section 8-5 and chapter summary

Discussion of tort law/ intentional and non-intentional torts, and

Corporate responsibility for intentional and unintentional torts

What are torts? What kinds are there?

What is the extent of corporate liability or corporate employee liability for i torts?

How do torts and statutes overlap?

How can a corporation protect itself from liability for intentional torts and unintentional torts?

CASES TO BE ASSIGNED FOR WEEK FIVE

CLASS FIVE, Wed. JUNE 6

READ CH 9 INTRODUCTION TO CONTRACTS pp 172 through 9-4a

Read 9-5

Read Ch 9 summary

What is a contract

What constitutes a contract

How is a contract formed

What happens if a contract is incomplete or not signed

What laws govern contracts?

What guidance is there on what to do if a contract is violated?

CASES TO BE ASSIGNED FOR CLASS SIX

CLASS SIX Thurs June 7

continue discussion of contractual rights and duties; defenses to failure to perform a contract

begin discussion of the Uniform Commercial Code (UCC) .

READ CHAPTER SUMMARIES at end of Chapters 10, 11, 12, 13, 14, 15, 16 17 and 18.

READ UCC, APPENDIX A PART 2, UCC 2-201 to 2-305;

2-314; 2-315; 2-316; 2-328; Read ch. 21 pp 416-422; and 21-5(a)-(b)

laws governing sales of goods, requirements and duties of seller and buyer of goods, need for a writing; warranties express and implied; parole evidence and statute of frauds

discussion of the law of sales of goods

CASES TO BE ASSIGNED FOR CLASS SEVEN

CLASS SEVEN TUESDAY JUNE 12

CONTINUE REVIEW OF UCC SECTIONS;

READ CH. 21; READ CH. 22 CHAPTER SUMMARY ONLY

READ CH. 23, CHAPTER SUMMARY ONLY

READ CH. 24 CHAPTER SUMMARY ONLY

READ CH. 25 SUMMARY ONLY

CLASS EIGHT, WEDNESDAY, JUNE 13

Read CH 26, P. 530 THROUGH 26-3C AND CHAPTER SUMMARY,

READ CH. 27 PP 553-554 AND CHAPTER SUMMARY

CH 37 CHAPTER SUMMARY ONLY

pp. 797-803; UCC 3-103-3-105; 3-302; 3-305; 3-404- 3-406; 3-415-16;

BRIEFLY GO OVER NEGOTIABLE INSTRUMENTS, Art. 3 (CHECKS,

PROMISSORY NOTES), Secured Transactions legal defenses available or note

available to signers of instruments and assignees of instruments. Discuss secured

transactions and the holder in due course doctrine.

CLASS NINE THURSDAY JUNE 14 MIDTERM EXAM IN CLASS

1 HR. 30 MINS.;

15 Minute Break

**BEGIN DISCUSSION OF
FEDERAL LAWS AND REGULATIONS**

READ pp 964-970; 975-977; section 43-8(c) and 43-8(h); 882 and 1040

CASES TO BE ASSIGNED FOR NEXT CLASS

Class will discuss and identify major federal statutes regulating business and the major regulatory agencies which oversee business activities and create and enforce regulations. What led to these statutes and regulations? This will include the Securities Acts of 1933 and 1934, Sarbanes Oxley, and Dodd Frank, role of the Securities and Exchange Commission; Environmental Protection legislation and the Environmental Protection Agency, Employee Rights Protection

**CLASS ELEVEN TUESDAY JUNE 19, FEDERAL REGULATORY
AGENCIES**

READ CH 5, SECTIONS 5-1 TO 5-2

**ON GOOGLE, IDENTIFY THE OFFICES CONSTITUTING THE CABINET OF
THE PRESIDENT OF THE UNITED STATES AND THE AREAS
SUPERVISED BY EACH CABINET MEMBER (eg Secretary of State, Secretary
of Defense)**

We will continue discussion of federal regulation of business and identify and discuss the federal cabinet and regulatory agencies and commissions, how they operate, and how members are chosen.

including the the US Dept of Transportation; the FAA; National Highway and Safety Admin; US Dep't of Health, FDA, Center For Disease Control';Dept of the Treasury; Defense Dept, Dept of the Interior, Justice Dept; Dept of Commerce, Health and Human Services; Dept of Energy, FCC. FTC and the SEC, product safety laws and regulatory agencies (eg Food and Drug Administration) and the Homeland Security dept.

**CLASS TWELVE , WEDNESDAY JUNE 20, CONTINUE DISCUSSION OF
FEDERAL LAWS AND REGULATIONS WITH FOCUS ON LABOR LAWS
ANTITRUST LAWS, PRIVACY LAWS AND THE the overlaps of federal and
state laws in regulating businesses.**

Read pp. 1015 to 1017; p, 114 (bribery); 987;

We will also discuss product safety regulations, banking regulations, utilities regulation, insurance regulation and touch on criminal laws directed at business activities, such as

Anti-Bribery practices and money laundering; Review Environmental Protection statutes and regulations and the federal sentencing guidelines

CLASS THIRTEEN, THURSDAY JUNE 21 - ; Read Wikipedia, Dodd Frank Act; READ 1004-1007; ch 43 pp 964-966; 976 (Securities and Exchange Act of 1934) section 43-7(e); 43-8; 43-8(c) 43-8 (e) 43-8(i) and chapter summary; read UNITED STATES V O'HAGEN, P. 995

DISCUSSION OF FEDERAL SECURITIES LAWS, AND REGULATIONS;
We will discuss the history of the regulation of securities, the great depression, the role of Joe Kennedy, father of John F. Kennedy, and scandals leading to expansion of the regulation of publicly held companies and rules and regulations governing fraudulent practices in connection with the sale of securities.

CLASS FOURTEEN TUESDAY JUNE 26 , EMPLOYMENT LAW
READ TITLE VII OF THE CIVIL RIGHTS ACT OF 1965, available on google
Sections 701 a-c and k

704(e); 705(a); 706 (a) and (e) and (f)(2); read 933

29 CFR 1601.28 on google; Read McDonald Douglas v. Green, 411 US 792.

We will discuss the rights of employees to be free of discrimination, what laws apply and what remedies are available to employees and what are the obligations of the employer. We will also discuss some recent scandals such as Weinstein and Steve Wynn.

CLASS THIRTEEN, WEDNESDAY JUNE 26, 2018

BANKRUPTCY ISSUES and INSURANCE ISSUES;

READ CH 38 THROUGH 38-5 AND CHAPTER SUMMARY; READ CH 47, 47-3 TO 47-4(e)

When and how can a company end up in bankruptcy?

what are the rights of the company in bankruptcy (the debtor) and those who are owed money by the company (creditors);
corporate reorganization in bankruptcy.

Discussion of Director and Officer Liability coverage (D&O)
EPL (Employment liability coverage
E&O (errors and omission coverage)

CLASS THIRTEEN, THURS JUN3 28 , JUNE 28
REVIEW OF THE SEMESTER
Hand out Take home final
review of materials

TAKE HOME FINAL DUE JULY 5

The Syllabus may be amended or changed from time to time. Please check your Fordham e-mail account at least weekly regarding updates and individual class assignments of cases.