

# Law2-FALL 2012-0300



## Paralegal Studies Program

Los Angeles  
Mission College

### Syllabus

#### Law 2 - Business Law II (UC:CSU) – 3:00 Units

#### FALL 2012 - Section 0300

**Instructor:** [Barry Morinaka, Esq.](#)

**Office:** Online Office Hours Only

**Office hours:** Mondays (9:00 - 11:00 AM), and Wednesdays (3:00 – 5:00 PM), or by appointment.

**Phone:** Tel (213) 250-2292 – Fax (213) 250-1894

**Email:** [bmorinaka@ca.rr.com](mailto:bmorinaka@ca.rr.com)

**Moodle page** <http://moodle.lamission.edu/course/view.php?id=859>

**Textbook:** Business Law 11th ed.

Kenneth W. Clarkson, Roger LeRoy Miller, Gaylord A. Jentz, Frank B. Cross. **ISBN:** ISBN-10: 0324655223 - ISBN-13: 9780324655223

**Course Description:** (UC:CSU) 3 UNITS - Prerequisite: None. Same as Business 6. Lecture 3 hours. Further study of the fundamental principles of law as they apply in the business world. Examines bailment, the rights and liabilities of agent, principles and liabilities of agent, principles and third parties, partnerships, corporations, stockholders, negotiable instruments and securities.

#### Student Learning Outcomes:

Upon successful completion of this course, a student will be able to:

1. Brief law cases in partnerships and corporations, including other types of business entities, such as LLC and LLP, corporate fiduciary problems, conflict of interests, inside trading, and securities violations.

2. Critically analyze and argue issues of partnerships, corporations, other entities such as a LLC or LLP, corporate mismanagement, breach of fiduciary duties, and security violations.
3. Prepare legal documents, forms or papers for a simple and complex partnership agreement, forms related to a LLC and a LLP, and all of the corporate forms, documents, bylaws, minutes, issuance of shares, and the 1st meeting of the corporation related to incorporating a California Corporation.

**Skill Level:** College level reading and writing; ability to access the internet. Necessary skills include proficiency using a word processing program, including spell checker, using a web browser, sending and receiving email, saving documents as RTFs (rich text format), uploading and attaching documents.

**Estimated Time per Week:** 10 hours (see [Carnegie Rule](#))

**Class format:** The class is entirely online. No on campus meetings are required. . We use the [Moodle Course Management System](#). Carefully read [our policies](#).

Online classes require your attention and effort. If you fail to log into the class during the first two weeks you will be excluded from the class. There are activities and assignments each week; you will need to log into the class several times a week.

**Semester Schedule** (See [Schedule link](#) and read **DUE DATES** very carefully)

## Law 2 (Bus 6) FALL 2012, SCHEDULE

Week #	Monday Start Date	Sunday Due Date	Chapters West 11 <sup>th</sup> Edition	DQ Forums Problems Case Briefs	Quiz
1	Aug 27	<b>2</b>	<b>Readings</b> <b>Lecture Notes</b> <b>PPT Slides</b> <b>31 Agency</b>	<b>Online Orientation</b>  Problem/Case: Sample (No points) Student Q & A (Post Bio, No points)	Sample Quiz (No points)  <b>NOTE: Quizzes may include issues discussed in the forums, but not specifically cited in the text book.</b>  1 (Ch31)
2	Sept 3	<b>9</b>	<b>32 Third Parties</b>	DQ1 Forums (A-L) DQ1 Forums (M-Z)  [Participate in only one forum by last name]	2 (Ch32)

3	10	16	35 Sole Proprietorships	Problems31	3 (Ch35)
4	17	23	Lecture Notes PPT Slides  42 Small Business	Problem32	4 (Ch42)
5	24	30	Lecture Notes PPT Slides  36 Partnerships & Limited Partnerships	DQ2 Forums (A-L) DQ2 Forums (M-Z)  [Participate in only one forum by last name]	5 (Ch36)
6	Oct 1	7	Lecture Notes PPT Slides  37 LLC & Other forms	Prepare Business Forms	6 (Ch37)
7	8	14	Lecture Notes PPT Slides  38 Corporations, Formation	Problem37	7 (Ch38)
8	15	21	Lecture Notes PPT Slides  39 Directors, Officer & Shareholders	DQ3 Forums (A-L) DQ3 Forums (M-Z)  [Participate in only one forum by last name]	8 (39)
9	22	28		THANKS GIVING Week	No work due
10	29	Nov 4	Lecture Notes PPT Slides  40 Securities	Draft Partnership Agreement	9 (Ch40)
11	5	11	Lecture Notes PPT Slides  41 Mergers & Acquisitions	Assignment: Business Incorporation	10 (Ch41)
12	12	18	Lecture Notes PPT Slides  24 Negotiable Instruments	DQ4 Forums (A-L) DQ4 Forums (M-Z)  [Participate in only one forum by last name]	None

13	19	25	Lecture Notes PPT Slides  25 Holder in Due Course	Problem24	None
14	26	Dec 2	Lecture Notes PPT Slides  26 Liability, Defenses, Discharge	Problem25	None
15	3	9	Lecture Notes PPT Slides  47 Personal Property	Problem47	None
16	10	16	FINAL EXAM [Comprehensive]	DQ5 Forums (A-Z) [All student participate one forum]	FINALS WEEK

**COURSE CHANGES:** Any departure or changes from this syllabus will be noted on the website.

**GRADING:**

Participation in our online forums = 25%

Problems and Projects = 25%

Quizzes = 25%

Final exam or paper (May be optional) = 25%

**LATE ASSIGNMENTS:** ASSIGNMENTS SUBMITTED LATE MUST HAVE PRIOR APPROVAL AND RECEIVE AT LEAST ONE GRADE PENALTY. (See policy at: <http://prof.us/late/> )

**EXTRA CREDIT:** Since the law is in constant change, along with the advent of the Internet, issues may arise that are timely and germane to our class. Therefore, opportunities may arise during the term that allow for extra credit, although no extra credit is presently offered.

**INCOMPLETE:** If you require a grade of "incomplete," you must advise me as soon as possible and discuss the terms of its removal.

**ACADEMIC HONESTY:** Academic honesty is highly valued at Los Angeles Mission College, just as it is at all colleges and universities. A student must always submit work that represents his or her original words or ideas. If any words or ideas are used that do not represent the student's original words or ideas, the student must cite all relevant sources. The student should also make it clear to what extent such sources was used. Words or ideas that require citations include, but are not limited to, all hard copy or electronic publications, whether copyrighted or not, and all verbal or visual communications when the content of such communications clearly originates from an identifiable source. All submissions to any public meeting or private mailbox fall within the scope of words and ideas that require citations if used by someone other than the original author.

**ONLINE ACTIVITIES**

**WHERE TO GO TO FIND THE WEBSITE--**

Website access: See above.

**CLASS BIOGRAPHIES:** You will find your instructor's autobiography posted in the "Discussion Board" of the class website. Please post your bio in the discussion board by Friday of week one. In your bio, please be sure to include:

Your name,  
 Class level,  
 Alternate email address,  
 Academic accomplishments,  
 Other items of interest, and  
 Include any preliminary questions or concerns you have at this point.

**DISCUSSION FORUMS:** Every module will discussion questions posted to the website "FORUMS." You are required to post a answer to each discussion question by Thursday of the forum week. Further, you are required to post, at least, one response to two or more of your classmates' initial responses. You are not required to respond to every classmate. You may, although this is a decision each student will make. **Minimum THREE different days per forum week.** As we begin our online work together I want to discuss an important aspect of online learning, namely participation. **Participation** is an important part of this collaborative online learning environment. It is well documented that participation and collaboration does enhance learning & whether it be in-class or at a distance. You are encouraged to initiate and respond regularly and make sure *your ideas are presented clearly and are substantive. Postings that lack substance will receive little or no credit. For example, "I agree," "Good posting," or similar messages that add little or nothing to the discussion will receive few, if any credits.* Discussions posted to the website are an important part of the learning that takes place in this class. In essence, we learn from each other. Share ideas or questions with your colleagues. Ask them questions. Share your own experiences.

**SOME SPECIFIC EXPECTATIONS ABOUT PARTICIPATION:**

**Class Meeting Discussions:**

- **Please read, review, and reflect on each message PRIOR to posting to the forums.** Remember: Others cannot get visual clues as to meaning, therefore, be careful in what and how you communicate. **Once posted, messages cannot be deleted!**
- All postings to any meeting in this class are to be considered CONFIDENTIAL and for consideration and discussion only by members of this class.
- Ask questions about areas of the subject that you wish to better understand or for clarification and/or amplification.
- Read your classmates comments and presentations, and respond constructively.
- Offer personal/professional experiences/observations relevant to the items being discussed.

**Participation Rubric:**

	Unsatisfactory	Satisfactory	Exemplary
<b>A minimum of 3 postings per forum on at least 3 separate days.</b>	Less than 3 <b>substantial</b> postings.	Three required <b>substantial</b> postings.	More than the 3 <b>substantial</b> required posting.
<b>Answer DQs by Thursday</b> ----- -	Posting DQ answers after Thursday	Posting DQ answers on Thursday	Posting DQ answers before Thursday

<b>Respond to classmates by Sunday</b>			
<b>Well reasoned with appropriate analysis.</b>	No response or lacks applicability.	Response is applicable, but may not be thorough or lacks depth.	Thorough response with appropriate depth.
<b>Appropriate dialog with classmates</b>	Responses do not clearly relate to topic.	Responses relate to topic.	Responses clearly relate to topic.
<b>Appropriate grammar, spelling, and APA references.</b>	Spelling and/or grammar errors.	No spelling or grammar errors..	No spelling, grammar errors, or punctuation errors.

Student deliverables should be submitted on the specified date by midnight of the student's time zone. For purposes of scheduling, each week or module begins on Monday 12:01 AM and concludes the following Sunday at Midnight.

#### CASE BRIEF GRADING RUBRIC

	<b>Outstanding</b>	<b>Proficient</b>	<b>Adequate</b>	<b>Inadequate</b>
	<b>A</b>	<b>B</b>	<b>C</b>	<b>D/F</b>

<b>Case Name and Citation</b>	Complete case name and properly formatted citation appear at the top of the case brief	Complete case name is provided but citation is incomplete	Complete case name is provided but no citation is give	Neither the case name nor the citation appears at the top of the case brief OR both case name and citation are incorrect.
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<b>Operative</b>	Operative facts are	Facts are relevant to the question being answered but lack coherence	Irrelevant facts are included.	Relevant facts are omitted or
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<b>Facts</b>	relevant to the or organization. issue being examined by the court and are logically organized.		Lack of logical organization.	lost in discussion of unrelated information.
<b>Procedural Facts</b>	Procedural history of the case is clearly and logically presented in proper chronology.	Procedural history of the case is presented but chronology is confusing.	Some procedural history is presented.	No procedural history is presented.
<b>Issue/Short Answer</b>	Includes all elements (applicable law, issue being examined and relevant facts) in a well crafted, grammatically correct question.  Answer responds to question being posed.	Issue is separately articulated, but does not include all elements; applicable law, issue being examined and relevant facts.  Answer responds to question being posed.	Issue is not separately articulated, but implied through description of facts or discussion of law.  Answer does not respond to question being posed.	Issue is not articulated  No answer is given.
<b>Law</b>	Law is correct and is relevant question being answered, but is not	Law is correct and is relevant to the question being answered, but is not	Rules of law are used in providing answer, but it is	Rules of law are omitted

	to the question paraphrased being answered. Rule(s) of law succinctly paraphrased rather than quoted.		unclear if writer understands the law and is properly applying it.	from answer or incorrect law is used.
<b>Rationale</b>	The court's reasoning is presented in a clear and logical fashion, leading the reader to an understanding of the rationale behind the law.	Law is applied to the facts, but the underlying rationale is not clear.	Analysis is unclear, causing the reader to question whether the law is correct.	No analysis of the law is given.
<b>Writing Mechanics</b>	Sentence structure, grammar, punctuation are substantially correct.  Each component's material is logically	Sentence structure, grammar, punctuation are substantially correct.  Organization is logical but needs better consistency and clarity.	Adherence to rules of writing is poor.  Material lacks organization and/or is unclear, making it difficult to understand.	Rules of writing are ignored or misunderstood.  No apparent logic to the organization of the material. Writing lacks clarity.



organized and  
presented in a  
clear, concise  
manner.

### **EXPECTATIONS FOR WRITTEN WORK:**

**VOCABULARY** - You are expected to read and understand the material presented in the assigned text and articles you locate.

**FORMAT** - Papers submitted should be written in accordance with the *APA*, *Bluebook*, or *other recognized formatting style*.

**GRAMMAR** - Use active voice in your writing. Also use the spelling and grammar check feature of your Word Processor before submitting your papers.

**TECHNOLOGY ISSUES:** If you have problems and/or questions regarding technical issues such as configuring your PC, Internet connections, and other software or hardware problems contact Mission College Technical Specialists at the phone number given to you by the Department. If you are having problems within the ETUDES software contact: They are excellent at resolving problems.

### **HOW POINTS AND PERCENTAGES EQUATE FINAL GRADES:**

100-90%	A
80-89.9%	B
70-79.9%	C
60-69.9%	D
<59.9%	F

**QUESTIONS and/or PROBLEMS:** Please raise any questions or problems as soon you identify them in this syllabus.

Thanks,

Let's go to work and have a great learning experience!

**`/*end`**