

**DOMINICAN UNIVERSITY  
BRENNAN SCHOOL OF BUSINESS  
COURSE SYLLABUS  
Spring 2017**

**Course Title: Business Law, BAD 240 - 02**

**Course Day/Time: Tuesdays  
6:30 p.m.-9:30 p.m.**

**Instructor: Michael I. Ponticelli**  
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**Office Hours: Any time before or after class; or by prior appointment.**

**I. PREREQUISITES:** None

**II, COURSE DESCRIPTION:**

The purpose of this course is for the student to become conversant with the basic legal concepts and fundamental principles of business law (i.e. laws, regulations, cases, and terminology) as well as to learn an objective systematic method by which to apply what is learned to practical everyday business situations. Concurrently, the course is intended to highlight the ethical and corporate governance issues that confront today's managers in the modern business environment. Particular emphasis will be placed upon contracts, agency, partnerships, corporations, sales and commercial paper.

**III. LEARNING OUTCOMES/COURSE OBJECTIVES:**

Upon completing of this course, the student will:

1. be acquainted with the laws, regulations and court decisions that govern businesses;
2. understand the legal framework in which modern business managers operate;
3. be conversant with ethical and corporate governance issues; and
4. have a basic understanding of legal terminology, principles and concepts of business law.

**IV. COURSE METHODOLOGY:**

The course will be taught using lectures, discussions and cases. The majority of class time will be spent in a combination of lectures and discussions of assigned materials and cases, with heavy emphasis upon the ability to apply legal principles and reasoning to stated sets of facts in the cases. A student's understanding of the reasoning used in arriving at the case decision will be as important as the decision itself. Students are expected to have read the textbook chapters assigned, come to class prepared to discuss the matters covered in

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the chapters, as well as other materials (e.g. issues, cases, etc.) that may be assigned, and to participate in class discussions.

**V. TEXTBOOK:**

Miller & Jentz, Standard Edition: Business Law Today, 10<sup>th</sup> Ed., Thomson Publishing, 2014, ISBN 13: 978-1-133-27356-1.

**VI. COURSE REQUIREMENTS:**

**Examinations:** Students will be evaluated on the basis of four (4) announced written examinations. The exams will be in the form of questions consisting of a combination of “true/false”, “multiple choice”, “matching”, and “fill in the blanks” and/or “essay” questions. The point value of each examination is as follows:

<u>Exam</u>	<u>Points</u>	<u>Course Requirements</u>
Exam 1	15	Introduction to Law (Chapters 1 through 7)
Exam 2	15	Contracts (Chapters 9 through 14))
Exam 3	7.5	Commercial Transactions – Sales, Lease & UCC (Chapters 15 through 20)
Exam 4	7.5	Agency & Partnership (Chapters 23, 26 through 28)
Exam 5	15	Corporations & LLC (Chapters 29 through 31)

**Assignments:** Students will be assigned and expected to complete four (4) assigned research projects. The projects may be assigned to students individually or as a group. The due dates of the projects are provided in the Course Outline. The assignments are:

- Assignment 1 Find an article on any legal topic from the Wall Street Journal. Summarize the article on one page noting the title and date of the article. Be prepared to discuss the article in class.
- Assignment 2 Write a bi-lateral real estate contract for the sale of a home on “Blackacre” by Mr. A to Ms. B. Identify each of the essential elements that makes the contract legal and enforceable. Include in the contract provisions for attorney review, inspection, mortgage contingency and the purchase of “Blackacre” being conditioned on the sale of “Whiteacre” by Ms. B prior to the purchase of “Blackacre”.
- Assignment 3 Prepare a Partnership Agreement identifying the partnership name, term, capital contribution of each partner, profit/loss arrangement, management responsibilities, death/disability, dissolution and other provisions you deem necessary.

Assignment 4      Research online and print out a Sexual Harassment Policy for any company. Answer the following questions: What is the definition of harassment? What kind of conduct is prohibited? Who is a supervisor? What is the procedure for filing a complaint? Is the Corporation responsible for the acts of the employees? Is the Corporation responsible for the acts of the employees?

*[Note: Each Assignment is worth 3 points of a student's final grade. Students who submit an assignment late will receive a 1-point reduction in that assignment's grade.]*

**Research Paper:** Students are expected to prepare and submit one (1) research paper. An outline of, and introduction to, the topic of the research paper is to be submitted for approval, as identified in the Course Outline, with the final research paper due the last class before the end of the semester, also as identified in the Course Outline. The paper's length shall be 3 to 5 pages in length, single and a half (1½) spaced, with footnotes and bibliography not included as part of the 3 to 5 page length of the paper but, instead, attached at the end of the paper. Possible topics for consideration include, but are not limited to:

- Identify and explain a corporation's liability for breach of contract and some of the defenses for breaching the contract – e.g. lack of formation, adhesion contract, misrepresentation, fraud, duress, etc.
- Are agreements that a corporation requires an employee to sign (e.g. Non-Compete; Non-Disclosure; Confidentiality; and Intellectual Property) a restraint on trade; are they valid *per se*, are they necessary; and what criteria will a Court consider to determine if the agreement(s) are enforceable?
- What are the rights of minority shareholders in a Closely Held Corporation – especially in Illinois – and explain the methods and the problems associated with determining the minority shareholders' ownership interest.
- Federal, state, and local laws protect against invasion of privacy by private parties, including employers. Discuss how, and under what circumstances, employers may conduct employee searches (e.g. desks, lockers, lunchboxes, etc.; drug and alcohol testing; electronic monitoring of employee in the workplace (e.g. computers, emails, phones, video surveillance, etc.); and collect personal information (e.g. requirements for health insurance, the Family and Medical Leave Act (FMLA), the Americans with Disabilities Act (ADA), etc.); and the employer's duty to communicate to employees their expectations of privacy in the workplace and to protect such sensitive personal information from unauthorized release and identity theft.
- "Product liability" denotes the liability a manufacturer/seller has for permitting a defective product to enter the marketplace and be used by a consumer. Discuss the types of defects (i.e. design, manufacturing, and marketing) and the doctrines governing each that cause injury and give rise to liability as well as any defenses a corporation may have to each.

- Ethics plays a key role in decision making and in success in management. Discuss the role of ethical issues (e.g. as conflicts of interest, diversity, confidentiality, promotion, etc.) in business and identify the dilemmas facing professions and in today's business environment offering written policies and leadership solutions to resolve each issue identified, taking into account a corporation's social responsibilities and need to be financially profitable.
- Identify and discuss the advantages and disadvantages of arbitration, mediation, fact finding and other alternative dispute resolution methods comparing each to one another and contrasting them with the Court system.
- Discuss how the legal impact of the freedom of speech on computers, software, email, social networking, etc. as it relates to a corporation's right to access to such information and its right to apply it to the work environment when making employment decisions.

The research paper must be the original work of the student. Plagiarism or cutting and pasting significant amounts of verbiage without properly attributing the verbiage to its author are not proper and not acceptable. Plagiarism (i.e., the use of another's words and/or ideas without attribution) to any degree will result in a failing grade on the assignment and will be reported to the Dean for further action. If you quote from a source, please follow proper citation rules.

The form of the research paper must be in the following format: identify the "Issue" to be addressed; the "Law(s)" controlling the issue; an "Analysis" from both sides of the issue; and a "Conclusion" including the student's own viewpoint(s) and reasons for that viewpoint(s).

*[Note: The Research Paper Outline is worth 4 points of a student's final grade. Students who submit their Research Paper Outline late will receive a 1-point reduction in grade for each day the assignment is late. Research papers submitted more than five (5) days after the due date will **not** be accepted and the student will receive "ZERO" points for the research paper outline segment of the total grade.]*

*Students who submit the Research Paper late will receive a 5-point reduction in grade for each day the assignment is late. Research papers submitted more than three (3) days after the due date will **not** be accepted and the student will receive "ZERO" points for the research paper segment of the total grade.]*

**Class Participation:** In today's business environment it is important for students to learn how to present themselves orally in an effective and efficient manner. Students who participate in class engage in active self-learning and have the opportunities to learn from their peers. Therefore, class participation is valuable and will be part of the student's grade. There is a difference between talking a lot in class and participating in a meaningful discussion. With this in mind, students will be evaluated on a variety of factors including, but not limited to, listening respectfully; being prepared; grasping of the subject matter and understanding concepts and terms; raising thoughtful questions and/or making comments that are based on the assignment, on subjects directed to the student by the Instructor, that refer to, build on and are about thoughts of other students; etc.

**Attendance:** In business, attendance affects the success of an individual’s career, as employers expect the individual to be present and on time. Likewise, students are expected to attend class and to be on time. Attendance increases the students’ learning as it supplements the information in the textbook’s reading assignments through lecture, supplemental materials, and discussion. Obviously, regular attendance will impact the student’s participation grade. Should circumstances arise that cause you to be absent or late, please contact me as soon as possible.

**VII. GRADING:**

<u>Category</u>	<u>Points</u>
Examinations	60
Assignments	12
Research Paper Outline	4
Research Paper	14
Class Participation**	10
	100

**VIII. GRADING SCALE:**

- A = 100 – 95
- A- = 94 -- 90
- B+ = 89 -- 87
- B = 86 -- 83
- B- = 82 -- 79
- C+ = 78 -- 76
- C = 75 -- 73
- C- = 72 – 70
- D = 69 -- 65
- F = 64 and Below

**\*\*Grading for Class Participation**

Points:	10	5	3	0
	<i>always</i> participates and contributes to the discussion	<i>sometimes</i> participates and contributes to the discussion	<i>rarely</i> participates and contributes to the discussion	<i>never</i> participates and contributes to the discussion

**IX. RESOURCES:** Lexis/Nexis is available for student use in the University Library. Websites are listed on the inside cover of the Textbook.

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**Spring 2017 Class Examination & Assignment Schedule**

<b><u>Week # / Class Date</u></b>	<b><u>Chapter(s) to Read</u></b>	<b><u>Assignment</u></b>	<b><u>Exam</u></b>
Week 1	Introduction to the Law Chapters 1, 2,		
Week 2	Introduction to the Law Chapters 3, 4, 5	Assignment 1	
Week 3	Introduction to the Law Chapters 6, 7		
Week 4	Contracts Chapters 9, 10		Exam 1 (Weeks 1, 2 & 3)
Week 5	Contracts Chapters 11, 12		
Week 6	Contracts Chapters 13, 14	Assignment 2	
Week 7	Sales/Leases Contracts Chapters 15, 16		Exam 2 (Weeks 4-6)
Week 8	Commercial Transactions Chapters 17, 18, 19, 20	Assignment 3	
Week 9	Agency, Partnerships Chapters 23, 26, 27		Exam 3 (Weeks 7-8)
Week 10	Agency, Partnership / Corporations Chapters 28, 29	Assignment 4	
Week 11	Corporations Chapters 30, 31		

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**Spring 2016 Class Examination & Assignment Schedule**

(Continued)

<b><u>Week # / Class Date</u></b>	<b><u>Chapter(s) to Read</u></b>	<b><u>Assignment</u></b>	<b><u>Exam</u></b>
Week 12	Corporate Responsibilities/ Employment Chapters 24, 25	Research Paper Outline Due	Exam 4 (Weeks 9-10)
Week 13	Personalty/Landlord-Tenant Chapters 35, 36, 37		
Week 14	Creditor's Rights/Mortgages Chapters 21, 22,	Research Paper Due	
Week 15	Government Regulation Chapters 32, 33, 34		
Week 16			Final Exam (Weeks 11-15)

**SAMPLE TEST ESSAY QUESTION & ANSWER:**

**FACTS:**

Walters loaned his automobile to his son who, shortly thereafter, had an accident resulting in damage to an automobile owned by Melford. Walters was notified of the accident and he went to a garage where Walters, his son, Melford and a police officer discussed the collision. There were no threats of arrest or lawsuit but, during the conversation, Walters told Melford to have the automobile repaired and he would pay for it. Later that same day, before the repair work had commenced and before an estimate of the cost was presented, Walter told Melford and the garage manager that he would not pay for the repairs. Melford brought an action against Walters upon the alleged contract to pay for repairs. What results and why?

**SAMPLE ANSWER:**

**ISSUE:**

Was there sufficient consideration to support Walters promise?  
Was the revocation of the offer to Melford timely and effective?

**DECISION:**

For Walters

**REASONING:**

The promise is unenforceable for lack of consideration. In exchange for the promise to repair the automobile, Walters received nothing -- not even a release for the possible liability of his son. Finally, the offer was withdrawn before any action was taken by Melford in reliance thereon.

**PRINCIPLE(S) OF LAW:**

1. Consideration has two (2) elements:
  - A) a bargained for exchange between the parties (i.e. the promise induced a detriment and the detriment induced the promise) – a quid pro quo; and
  - B) that which is bargained for must have legal value, which is a legal detriment to the promisee (i.e. the promisee does something or refrains from doing something he has a legal right to do).
2. An offer may be revoked at any time prior to acceptance – in this case, detrimental reliance.