FIRST CLASS ASSIGNMENT
Think about, and be prepared to discuss, a list of issues that need to be considered in starting a business. No reading - just think.

OBJECTIVES
The goals of this course are to introduce the objectives of business ventures, the characteristics of business organizations and the legal tools used to create and control basic forms of business entities and manage the relationships among participants in the venture. In addition, at the end of the course, you should have a working knowledge of the mechanics for creating and managing partnerships and corporations and an understanding of how to select an appropriate business entity for a client and customize the statutory provisions to meet the client's objectives. The course will not cover tax implications in any detail, although these are often the most important aspects of choice of entity, nor will it cover securities regulation - if you plan to practice in the field, you should consider taking those courses as well.

CLASSES, ATTENDANCE AND PREPARATION

It is critical that you have read and thought about the assigned readings before class. In general, we will not spend class time reviewing the facts of cases unless there appears to be confusion.

Under ABA accreditation rules, prompt attendance is expected, and any student missing or late for more than five (5) classes will be required to withdraw from the course. An attendance sheet will be circulated at the beginning of each class and it is your responsibility to sign the sheet. Deborah Pinkham keeps the official attendance list - if you have any question about your attendance record, you should contact her. If you miss a class, it is your responsibility to get notes from another student and any handouts from Ms. Pinkham.

STUDENT RECORDING OF CLASSES IS PROHIBITED, as is any other form of recording or
notetaking that is disruptive to other students. Anyone violating this policy will be required to withdraw from the course.

Cell phones must be kept out of sight. Please turn off or silence cell phones during class. If you must answer a call, please leave the classroom. Anyone violating this policy will be required to leave cell phones outside the classroom.

**GRADING**

There will be at least two practical exercises which will be discussed in class but graded pass/fail. Specific deadlines will accompany each assignment - these are firm deadlines and late drafts will not be accepted. The grade will be based on timely completion of the exercises (10%) and a final exam (90%). Exceptional class participation (quality, not quantity) may influence your grade.

**COURSE MATERIALS**
The assigned textbook is Sjostrom, Business Organizations: A Transactional Approach (Aspen, ISBN 9781-14548-02914). You will also need access to the Maryland Corporations and Associations Statute (options will be discussed in the first class). In addition, there will be materials handed out in class. If you miss a class, it is your responsibility to obtain notes and any handouts from a classmate. Ms. Pinkham will also have copies of any handouts.

**SCHEDULE**

Subject to adjustment depending on our progress, here is the planned order of topics.

INTRODUCTION - GOALS, METHODS (Class 1) - no reading

BACKGROUND CONCEPTS; INTRODUCTION TO THE “BIG” ISSUES (Class 2) - no reading

ORGANIZING PRINCIPLES AND HIGH-LEVEL THEORY [Sjostrom 3-27]

AGENCY [Sjostrom 29-70]
Definitions
Duties of Agents
Liability of Principals

GENERAL PARTNERSHIPS [Sjostrom 117-144]
Definitions
Formation of General Partnerships
Duties of Partners
Rights of Partners
Potential Liability of Partners

LIMITED PARTNERSHIPS and their relatives [Sjostrom 145-177]
Definitions
Formation of Limited Partnerships
Rights, Duties and Liabilities of Limited Partners/General Partners

CORPORATIONS [Sjostrom 221-500, selections from 501-686]
Definitions
Formation of corporations
Rights, Duties and Liabilities of Stockholders, Directors, Officers

LLCS [Sjostrom 179-220]
Definitions
Formation of LLCs
Rights, Duties and Liabilities of Members

ACING THE BAR EXAM [no reading]

REVIEW

A NOTE ON EMAIL

If you send me an email, I will confirm receipt as soon as I get it. If you don’t get a confirmation, don’t assume I’ve gotten your email. In the first class, please provide an email address for class contact – I will distribute a complete class email list so that anyone can communicate with everyone in the class.