

Class Preparation, Requirements and Syllabus
(Revised 1/9/2020)

(The Syllabus schedule is approximate and subject to some adjustments as the semester proceeds.)

Class begins at 5:50 PM and ends at 7:30 PM

More information about Course Requirements, Class Preparation and Final Grades is in the previous section, entitled: Course Information and Student Requirements.

Course Requirements:

- a. Register for White Business Organizations Spring 2020 on TWEN
- b. You must use your UBALT address as your TWEN e-mail address as per University Policy.
You are responsible for all information posted on or disseminated from TWEN.

Books assigned:

1. Macey, Moll & Hamilton, LAW OF BUSINESS ORGANIZATIONS 13th edition 2017)
2. White, BUSINESS ORGANIZATIONS Spring 2020 Supplement.

Be sure to confirm you have the correct editions

Email Communication: All e-mail communications with the Professor must be from your **ubalt.edu** account as per University of Baltimore Policy. You may email Professor White either through TWEN or at bwhite@ubalt.edu

TWEN Password: If you have not received an e-mail with the TWEN password for the course, you may email a request to Professor White's Administrative Assistant, Deborah Thompson at dthompson@ubalt.edu

Mini-quizzes: For most classes, there will be a brief mini-quiz at the start of the class, taken via your laptop through TWEN, after which you will put your laptop away.

Class Participation: Class Participation counts towards your final grade, as explained in "Course Information and Student Requirements", the previous section, which give details on factors determining your final grade.

First Day of Class: You must come to the first day of class with your books, notes and materials and the first assignment prepared. Class Participation counts towards your final grade and begins on the first day.

Be Sure to Read Class Requirements on the Next Page

Please Note the following Requirements for each Class:

1. Please have your notes and any other materials out and open on your desk at the start of each class. Your laptop will be used for any mini-quiz at the start of class and then put away.

2. You are expected to be on time and prepared for each class with:
 - i. All assigned cases read and briefed,
 - ii. All assigned notes read and briefed
 - iii. All assigned statutes read and briefed - both Model or Uniform codes AND corresponding Maryland statutes that appear in assigned cases and notes, as per the Code Outline in your **White, Business Organizations, Spring 2020 Supplement.**

This material progresses as intellectual building blocks. You cannot pick-up at a later point if you haven't mastered all the previous intellectual steps. Not preparing consistently for each class will not only affect your class performance but will impede your ability to comprehend all assignments thereafter and affect your performance on exams.

Failure to prepare as described above will affect your class participation grade negatively.
(For Guidance to meet those requirements - See Class Preparation Requirements that follow.)

3. **Be respectful of your classmates:** Do not arrive late, leave early, talk with your neighbor or leave in the middle of class. Please let me know in advance if you need to leave a particular class early.

4. **Repeated lateness or early departure** or mid-class disruption will be counted as an absence. Anyone with five absences or more will not be allowed to sit for the final exam.

5. **There may be numerical calculations you must make both during the semester and on the Final exam.** An online calculator will be available for the Final Exam.

(See next page for Class Preparation Requirements)

Class Preparation Requirements

(Instructions as to how to prepare for each class to meet Requirement 2, above.)

- I. You are responsible only for:
 - a. The assigned readings.
 - b. Only the sections of the code from the Model, Uniform and Maryland Codes as well as the Federal Statutes that appear in the assigned readings.

You are not responsible for entire codes; they have been provided for your convenience and future use.

- II. You must prepare each case and code assignment for each class equally carefully as it is through the preparation process that you do the bulk of your learning.

- III. You are responsible for all cases and code sections in your assigned readings for the Final Exam, regardless of the extent and depth of coverage in class.

Coverage in class for each case and code section will vary depending on what other cases and code sections are taught with it and the nature and/or difficulty of the material it introduces. Differences in depth of treatment in class does not imply that some cases or code sections are more or less important than others. It merely indicates that some of concepts contained therein have already been addressed or are not as difficult to master as others. Assigned material not covered in class, you are to learn on your own.

- IV. Please be sure, however, to raise any unaddressed questions you still have after class, or during my office hours (M & W: 4:00-5:00 PM) or by appointment, or through e-mail: bwhite@ubalt.edu
- V. As we will be actively using TWEN to address and discuss issues students raise outside of class, posting your query on TWEN will serve a very useful contribution. I will be monitoring and responding to queries on TWEN on a regular basis. Participation on TWEN counts towards Class Participation
- VI. Occasionally readings will be listed as either recommended (REC:) or for your information (FYI:) to deepen one's understanding or that might be of interest. They are not covered by the final exam.

(Specific Preparation Requirements for Statutes and Cases on next page.)

Please Note the Following Requirements for Preparation of Statutes for Class

- You must look-up and read every section of the codes that is mentioned in the readings and/or in the assigned notes. It is critical that you read the assigned notes for each class as that is where most of the sections of the codes you are responsible for are listed and discussed.
- It is critical that you refer to the Code Outline contained in White, Business Organizations Spring 2020 Supplement for corresponding sections of the Maryland Codes to the Uniform and Model Code sections referred to in the assigned notes and readings.
- You must read the Maryland versions of the code as well as the Uniform & Model Code sections assigned in your casebook in your preparation for each class.
- Look-up and read the statutes as they come up in the case readings! Do not wait until you finished reading the cases to read the statutes all at once or you will fail to learn their import when applied.

Please Note the Following Class Preparation Requirements for Briefing Cases

- Determine the time-line of all the events and actions that occurred that led up to the case before the court.
- Figure out who is suing whom. We read mostly appeals so the filing party can be either π or Δ
- Note what the key issue(s) are, the legal standard(s) applied and what critical facts and factors determine the outcome.

➤ ✓ Be sure to read all footnotes in assigned readings! ✓

(The Syllabus begins on the next page)

Syllabus
(Revised 1/9/2020)

(The schedule that follows is approximate and subject to some adjustments as the semester proceeds.)

REMEMBER: Class Participation counts towards your final grade and begins on the first day of class

Please note that the MBCA and MBCA 1984 are often used in the text interchangeably and are the same model code. Many of the sections are similar to the Maryland Code today. The MBCA (1969), however, is a different and earlier model code that also has sections comparable to Maryland's code today. (There is also one case reference to MBCA 1950.) Why this is the case will be discussed in class.

****Read the cases and statutes in the order that they are assigned. ****

Read the code sections as they come up in your readings. Do not save them to read all at once after you have read the other assigned readings. The order of the readings and code sections is the order in which they will most efficiently maximize your understanding and retention as well as the order to be covered in class.

✓Be sure to read all footnotes in assigned readings! ✓

Read the following important instructions in preparing your assigned readings:

- A. Read carefully the Introduction to the Supplement in White, Business Organizations Spring 2020 and locate each section described there in your supplement.
- B. Read carefully the introduction to this Syllabus section (previous four pages) to be sure to understand how to do the assignments properly.
- C. Read each assigned Casebook section fully unless page or note limitations indicate otherwise.
- D. Be sure to read each section of codes, etc. and the corresponding MD codes (*as indicated in the Code Outline in your supplement*) as they arise in your readings.

REMEMBER: **Class Participation** counts towards your final grade and begins on the first day of class

✓ Be sure to look up and read all the statute sections in assigned readings *and* their Maryland equivalent - as per the Code Outline in your statutory supplement ✓

✓ Be sure to read all readings in the order they are assigned! ✓

Week of January 13 (Please Note: Monday and Wednesday's readings are unusually lengthy. Be sure allow enough time to fully prepare.)

Monday - First Class assignment.

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**Note 1:** The assignment for our first class draws from several parts of the book to get a good overview of the essential characteristics of the various forms of business entities. Note also that some of the business forms have various long histories and some are of recent development.

**Note 2:** It is important!! that you read all of the assigned readings for this class before you attempt to answer the questions in the First Assignment below in order to understand properly the intent of the questions.

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First Assignment: Extract from the assigned readings the following information:

- a. Which entities have a long history of evolution and which entities are of relative recent development (e. g. within the last 40 years.) Group them into one or the other category accordingly.
- b. For each entity - determine the answers to the following questions:
 - i. What number of owners are necessary to qualify for the particular entity?
 - ii. What is the liability of the owner(s) for the business entity's debt when the business is unable to pay its own debt?
 - iii. What must transpire, legally, in order for the entity to come into existence?
 - iv. Who manages the business entity?
- c. How are the profits of each entity taxed by the government?

Monday - First Class assignment (cont'd)

I. **Chapter One: Introduction to Business Forms**

- A. **The Subject in General** (pp. 1-3)
- B. **An Introduction to Business Forms** (pp. 3-7) (Read carefully to extract information about business forms.)

Chapter Eighteen: The Limited Partnership

(For this assignment only – you do not need to look up the sections of the code mentioned in the text. The below readings from Chapter 8 are solely to serve to fill in information lacking in Chapter One necessary to answer your assignment questions.)

- A. **Introduction** (p. 841-first three paragraphs)
NOTE ON STATUTORY "LINKAGE" AND "DE-LINKAGE" (p. 843 - first three paragraphs)
- B. **Formation** (Exclude Notes) (p. 844)
- C. **Management and Operation** (up to but not including 5.1. Rights and Obligations of Limited Partners) (p.847)
- [D. **Financial Rights and Obligations** - Exclude]
- [E. **Entity Status** - Exclude]
- F. **Limited Liability**
 - 1. **The Control Rule** (p.852 up to "This uncertainty...")

Chapter One: Introduction to Business Forms (continued) (p.7)

C. **The Statutes**

(Please note the authors' comment regarding the criticalness of looking up and reading the code sections in the Statutory Supplement as they arise in the reading. Be sure to read their Maryland equivalent as per the Code Outline in **White, Business Organizations, Spring 2020**)

D. **Federal Income Tax: Basic Principles** (in **White, Business Organizations, Spring 2020**)

(Skip last sentence on first page beginning: "In 2014...")

(Wednesday's assignment is on the next page.)

Wednesday – Second Class Assignment

(There are no MD equivalent §§)

II Chapter Two: Agency

A. Introduction (pp.9-10)

B. The Creation of the Agency Relationship (pp.10-12)

C. Liability from the Agency Relationship (p.12)

1. **Tort Liability from the Agency Relationship** (pp.12-14) (*Exclude Notes p.15*)

2. **Contract Liability from the Agency Relationship**

a. **Liability of the Principal to the Third Party** (pp.16-25) (*Exclude Notes p.25*)

(1) **Actual Authority**

(2) **Apparent Authority**

(3) **Inherent Authority**

(4) **Ratification**

b. **Liability of the Third Party to the Principal** (pp.26-27)

c. **Liability of the Agent to the Third Party** (pp.26-27)

D. Duties of the Agent and the Principal to Each Other (pp.28-30)

1. **The Agent's Duties to the Principal**

2. **The Principal's Duties to the Agent**

E. Termination of the Agent (pp.30-31)