

Syllabus and Course Policies for
BUSINESS ASSOCIATIONS – LAW §234A

Class Meets: Monday and Wednesday: 3:30 – 5:20 p.m.
Classroom Location: TBA

Instructor: Stephen Hendricks
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Office Location: Main/FA Room 116
Office Hours: Appointments to meet with me can be made either through Calendly at <https://calendly.com/smhendricks>

SCOPE OF THE COURSE

Business Associations is a semester-long, four-unit course. The course will cover the laws governing modern business associations, which is derived primarily from various state statutes and judicial law, which tends to clarify the statutes and fill in any gaps left by the statute. While the laws differ from state to state, there are common doctrines and theories that pervade. This course will focus on those commonalities and highlight the important differences.

The course will cover the following topics:

- Agency Law
- Partnerships (General & Limited)
- Characteristics of Corporations
- Structure of Corporations
- Formation of Corporations
- Powers and Duties of Corporations, Directors, and Officers
- Shareholder Rights
- Securities and Insider Trading
- Mergers and Acquisitions
- Closely-held Corporations
- Other Business Entities: Limited Liability Companies, Joint Ventures, and Sole Proprietorships

The statutes and judicial law covered in this course will frequently not be bright line rules, courts in different states often adopt different interpretations of common business law doctrines and some courts within the same state often interpret the same rule differently depending on the facts of the case. Thus, you will be tested on how well you have mastered these critical thinking skills, not just the black letter law.

We will explore the legal and practical issues that business lawyers encounter as they handle their clients' cases. You will learn both the litigation and the transactional side of being a business lawyer, including both the procedural and substantive rules. You will come to view these rules as comprising an integrated system that business lawyers use to achieve their clients' goals. You will learn the policies and goals behind the rules and will be challenged to articulate how well these rules achieve those policies and goals and whether they should be changed.

TEXTS AND MATERIALS

The required book must be brought to all classes. You are expected to have read any statutes, rules, or Restatement sections to which the cases and material in the casebook refer.

Required: STEPHEN M. BAINBRIDGE, BUSINESS ASSOCIATIONS, CASES AND MATERIALS ON AGENCY, PARTNERSHIPS, LLCs AND CORPORATIONS (12th ed. 2024).

Recommended: BUSINESS ASSOCIATIONS: AGENCY, PARTNERSHIPS, LLCs, AND CORPORATIONS 2025 STATUTES AND RULES, STEPHEN M. BAINBRIDGE.¹

Supplement: In addition to the required texts, I have prepared a Business Associations Handout for you with additional course materials. The material in the handout is required reading, which is indicated in the Reading Assignments beginning on page 7. The handout can be accessed for free on TWEN.

COURSE WEBSITE

To facilitate class administration, I have set up a TWEN (Westlaw) site for this course. The website includes the Handout, and additional information related to the course, posted throughout the semester. You are required to register for the course as soon as possible, preferably before the beginning of the semester, as there is important information that will be useful to you before the first-class meeting. You are responsible

¹ You are expected to have read any statute, rule, or Restatement section in the Statutes and Rules supplement to which the cases and material in the Casebook refer or as they appear on the Reading Assignments below. However, these statutes and rules are freely available for viewing and printing on Westlaw and LEXIS. Given the demands of law school, I believe that most of you would prefer the convenience of a hardcopy book containing these sections, and for this reason I am recommending the Statutes and Rules text. If you wish to skip the printed copy, and download the relevant statutes and rules provisions yourself, you are welcomed to do so.

for checking the website regularly and you will be responsible for all materials posted on it.

EVALUATION AND FINAL EXAM

Grades for this course will be based on the midterm and final exams. In addition. The final exam will account for 80% of your final grade for the course. The midterm exam will account for 20% of your final grade for the course.

PREPARATION AND PARTICIPATION REQUIREMENTS FOR CLASS

In this course, the cases will be analyzed and illuminated through students' responses to questions during class. Emphasis will be on the factual context and the reasoning underlying the holdings in the cases. You will, therefore, be expected to have carefully read and briefed each case and reviewed any applicable statutes related to the weekly assigned reading.

Pursuant to ABA Standard 310, you are expected to devote at minimum two (2) hours of out-of-class time preparing for each hour of classroom instruction. It is estimated that, on average, the assigned reading and other classroom preparation should require six or more hours outside of class for each class. The assignments each week have been calibrated for you to achieve this minimum requirement.

ATTENDANCE AND PARTICIPATION

Your attendance and participation in all classes are required. It is solely the responsibility of the individual student to personally sign the attendance sheet for each class. Failure to prepare for a class will count as an absence. Repeated failure to prepare for class will result in a reduction of your final grade. Students who are absent from more than four classes will be academically withdrawn from the course.

VIDEO AND AUDIO RECORDINGS

Students are expressly prohibited from recording any part of this course without prior express permission from me. Meetings of this course might be recorded by me. Any recordings will be available to students registered for this class as they are intended to supplement the classroom experience. Students are expected to follow appropriate Western State College of Law policies and maintain the security of passwords used to access recorded lectures. Recordings may not be reproduced, shared with those not in the class, or uploaded to other online environments.

USE OF ARTIFICIAL INTELLIGENCE

It is a violation of the Western State College of Law Honor Code to misrepresent work or ideas that you submit or exchange with your instructor by characterizing them as your own, such as presenting work or ideas that do not acknowledge the use of generative AI tools (e.g., but not limited to, ChatGTP, DALL-E, etc.). Students shall give credit to AI tools whenever used, even if only to generate ideas. Please feel free to reach out to me with any questions you may have about the use of generative AI tools before submitting any content that has been informed by these tools.

WESTERN STATE COLLEGE OF LAW - PROGRAMMATIC LEARNING OUTCOMES

Western State College of Law's curriculum is designed so that every student achieves a level of competency prior to graduation in each of the eight Programmatic Learning Outcomes listed below:

(1) Doctrinal Knowledge

Students will demonstrate knowledge of substantive and procedural law in the core curriculum subjects, including Contracts, Criminal Law, Criminal Procedure, Torts, Real Property, Business Associations, Evidence, Civil Procedures, Constitutional Law, Estates, Community Property, Remedies, and Professional Responsibility.

(2) Practice Skills

Students will demonstrate the development of other law practice skills. Each student's chosen outcomes within this category will be varied based on the student's particular interests, coursework and work experiences. They may include, but are not limited to, the following topics: oral presentation and advocacy; interviewing; counseling; client service and business development; negotiations, mediation, arbitration, or other alternate dispute resolution methods; advanced legal research and writing (excluding purely academic papers and the first four units earned in introductory first-year legal research and writing class); applied legal writing such as drafting contracts, pleadings, other legal instruments; law practice management or the use of technology in law practice; cultural competency; collaboration or project management; financial analysis, such as accounting, budgeting project management, and valuation; cost benefit analysis in administrative agencies; use of technology, data analyses, or predictive coding; business strategy and behavior; pre-trial preparation, fact investigation, such as discovery, e-discovery, motion practice, assessing evidence, or utilizing experts; trial practice; professional civility and applied ethics; a law clinic that includes a classroom component; or a legal externship that includes a classroom component.

(3) Legal Analysis

Students will demonstrate the ability to identify the factual and legal issues implicated by a fact pattern and to appropriately use cases (including identifying the salient features of an appropriate precedent case, identifying legally significant similarities or differences between the precedent case and a fact pattern and explaining why those are legally significant) and rules (including the ability to connect legally significant facts in a fact pattern to the rule) to predict how a court would decide the issue. Students will also demonstrate the ability to identify and evaluate the public policies of a precedent case or rule, and be able to evaluate how public policy can impact the application of a rule to the legal issue.

(4) Legal Research

Students will demonstrate the ability to locate relevant legal authority using a variety of book and electronic resources, and to properly cite to such legal authority.

(5) Communication

Students will demonstrate the ability to communicate both orally and in writing in a manner appropriate to a particular task to effectively convey the author or speaker's ideas. This includes audience sensitivity in written and oral communication (the ability to adopt a tone, style and level of detail appropriate to the needs, knowledge and expertise of the audience); and written communication basic proficiency (the ability to use the conventions of grammar, spelling, punctuation, diction and usage appropriate to the task and sufficient to convey effectively the author's ideas).

(6) Advocacy of Legal Argument

Students will demonstrate the ability, in both oral and written formats, to evaluate the legal, economic and social strengths and weaknesses of a case and use case and statutory authority as well as public policy to persuade others. Making policy-based arguments includes the ability to identify and evaluate the public policies of a precedent case or rule and their implications, and be able to assert such appropriate arguments to support a particular application or distinction of a precedent case to a legal controversy or a particular resolution of the application of a rule to the legal controversy.

(7) Client Sensitivity and Cultural Competency

Students will demonstrate an awareness of clients' needs and goals, including a sensitivity to clients' background and circumstances (including, but not limited to,

socio-economic, gender, race, ethnicity, educational, disability and/or religious background(s)), the ability to make decisions that reflect an appropriate focus on those needs and goals, and awareness that cultural issues may affect the relevance of facts and application of the law.

(8) Legal Ethics

Students will demonstrate the ability to identify ethical issues in law practice contexts and make appropriate decisions to resolve such issues.

DISABILITY SERVICES STATEMENT:

Western State College of Law provides accommodations to qualified students with disabilities. The **Disabilities** Services Office assists qualified students with disabilities in acquiring reasonable and appropriate accommodations and in supporting equal access to services, programs, and activities at Western State College of Law.

To seek reasonable accommodations, a student must contact Senior Assistant Dean Donna Espinoza, Student Services Director and Disabilities Services Coordinator, whose office is in the Students Services Suite located on the upper level of the library building. Dean Espinoza's phone number and email address are: (714) 459-1117; despinoza@wsulaw.edu. When seeking accommodations, a student should notify Dean Espinoza of her or his specific limitations and, if known, her or his specific requested accommodations. Students who seek accommodations will be asked to supply medical documentation of the need for accommodation. Classroom accommodations are not retroactive, but are effective only upon the student sharing approved accommodations with the instructor or professor. Therefore, students are encouraged to request accommodations as early as feasible with Dean Espinoza to allow for time to gather necessary documentation. If you have a concern or complaint in this regard, please notify Dean Espinoza; or please notify Dean Marisa Cianciarulo at mcianciarulo@wsulaw.edu or (714) 459-1168. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."

TOPICS AND READING ASSIGNMENTS

Note: The Topics and Reading Assignments are subject to change throughout the semester as needed, and at the sole discretion of your instructor. If there is a change, you will be given ample notice. Planned Topics and Reading Assignments, including the date for which each is due, are set forth below. Unless otherwise notified, you should come to class prepared for a given assignment on the date specified.

Class	Date	Topic	Casebook	Other (TWEN)
1	1/13	Introduction and Course Structure. Agency: Formation	N/A 1-13	Handout 1-7
2	1/15	Agency: Duties During Agency Agency: Duration and Termination Agency: Contract Liability: Agency Authority	81-90 N/A 13-25	Handout 8-14
N/A	1/20	No Class. MLK Day.	N/A	N/A
3	1/22	Agency: Contract Liability: Ratification Agency: Contract Liability: Liability of Principal to Third Party Agency: Contract Liability: Liability of Agent to Third Party	30-34 25-29 38-41	N/A
4 & 5	1/27 & 1/29	Agency: Tort Liability: Principal's Liability to Third Party in Tort. The Franchising Problem	41-64	Handout 15-24
6	2/3	General Partnerships: Formation: By Agreement General Partnerships: Formation: By Estoppel	91-107 108-112	N/A
7	2/5	General Partnerships: Partnership Property General Partnerships: Rights and Obligations of Partners	139-141 141-151; 160-163	N/A
8 & 9	2/10 & 2/12	General Partnerships: Fiduciary Obligations of Partners	112-139	N/A
10	2/18 (Tuesday)	General Partnerships: Dissociation and Dissolution	151-160; 164-168	N/A
11	2/19	Limited Partnerships: Formation, Rights and Obligations	169-180; 214-216	N/A
12	2/24	Corporations: Characteristics of Corporations: Introduction Corporations: Characteristics of Corporations: Limited Liability	181-183	Handout 25-31 Handout 32-39
13	2/26	Corporations: Characteristics of Corporations: Exceptions to Limited Liability	201-213	N/A

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14	3/3	Corporations: Structure, Officers and Directors, Financial Structure	N/A	Handout 40-52			
15	3/5	Midterm Exam. Comprehensive through class 13.	N/A	N/A			
N/A	3/10 – 3/14	Spring Break.	N/A	N/A			
16	3/17	Remainder of Syllabus to follow.					
17	3/19						
18	3/24						
19	3/26						
20	3/31						
21	4/2						
22	4/7						
23	4/9						
24	4/14						
25	4/16						
26	4/21						
27	4/23						
28	4/28						
N/A	TBA						