BUSINESS LAW: ENTERPRISE ORGANIZATION

ACCY 6602.10 (CRN 71552)

Tuesdays 3:30 – 6:00 PM

Monroe Hall B-32

Prof. Leo C. Moersen, J.D., CPA       Spring 2016

Course Description
The legal aspects of organizing, financing, and operating an enterprise: agency, partnerships, corporations, securities regulation, insurance, suretyship, secured credit financing, and commercial paper.

Course Objectives
Among the many purposes of the course, the following are the most prominent: (i) to introduce students to the legal aspects of organizing, operating, and financing business organizations; and (ii) to develop and strengthen students' analytical and communication skills through written briefs and class discussion of actual and hypothetical cases.

Method of Instruction
Each class will involve both lecture and discussion. The lectures aim to put the subject area into context, at the same time making the law clear and timely. Interspersed throughout will be discussion of the cases that appear in the text as well as hypothetical cases introduced in class.

In order to succeed in this course, students will need to read assigned materials in preparation for class. A student who spends the proper amount of time reading and thinking about the material will have plenty of questions, and I encourage all students to volunteer ideas and ask questions at any time.

Contacting Professor Moersen
Office hours: Tuesdays 6:10 – 7:10 PM, Funger Hall 601-F
E-mail: moersen@gwu.edu

Required Course Materials
Clarkson, Miller, and Cross, Business Law: Text and Cases, South-Western Cengage Learning (12th ed.) Students are welcome to use the newer 13th edition, but it is significantly more expensive, and the chapter numbers in the 13th edition do not match this syllabus.
**Method of Grading**

Test 1  1/3  
Test 2  1/3  
Test 3  1/3

Course grades are calculated based on a curve with the median grade normally set at B or B+. In addition, I reserve the right to raise a student’s grade by one-half letter grade for outstanding class participation throughout the semester.

**Other Policies**

**Tests**  Students may use one 4x6” note card with notes on both sides during tests. Students must take their tests at the times assigned. I will not give make-up tests except in extraordinary situations and only if the absence was approved by me before the scheduled time for the test. Do not make plans to travel before the end of the final exam period.

**Cell Phones**  During class, students are expected to have their cell phones turned off or on silent. Text messaging is not appropriate during class.

**Laptops**  Laptops are permitted in class only for note taking. Because it distracts, students must not go online during class.

**Recordings**  Students may record the class, however my lectures are copyrighted 😞; recordings may be used only for studying and may not be copied without my prior consent.

**Honesty**  All examinations and other graded work products must be completed in conformance with The George Washington University Code of Academic Integrity, available at studentconduct.gwu.edu/code-academic-integrity. Students must sign an honesty pledge on each examination.

**CPA Exam**  If you plan to take the CPA Exam, you will be responsible for the education requirements for the states where you may practice. Each state has its own requirements.
# Schedule of Classes

<table>
<thead>
<tr>
<th>Week</th>
<th>Date</th>
<th>Chapters</th>
<th>Brief Description of Class Topics</th>
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<tr>
<td>1</td>
<td>Jan. 12</td>
<td>32 33 (§4 pp. 651-53)</td>
<td>Introduction to the Course and Introduction to Agency Law</td>
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| 2    | Jan. 19 | 33 34 (§§1,5,7 pp.658-59; 667; 670-72) | Liability in Agency Relationships  
Employment Law: Wrongful Discharge, Privacy, and Workers’ Compensation |
| 3    | Jan. 26 | 36 and 37 43 (§2 pp. 838-40) | Forms of Business Organization & Intro to Sole Proprietorships, Partnerships & LLPs |
| 4    | Feb. 2  | 37 and 38                | Dissociation, Dissolution, Winding Up, and Termination  
Limited Partnerships, LLCs, and Joint Ventures                          |
| 5    | Feb. 9  | 32-34, 36-38, 43 9       | **Test 1**  
Criminal Liability                                                      |
| 6    | Feb. 16 | 39 and 2 (§2 pp. 30-33)  | Nature and Regulation of Corporations & Formation and Structure of Corporations |
| 7    | Feb. 23 | 40 and 41                | Management of Corporations, Shareholder Rights, and Fundamental Corporate Changes |
| 8    | Mar. 1  | 42                       | Securities Regulation                                                  |
| 9    | Mar. 8  | 48 (§§4-5 pp. 942-48) 51 | Statutory Liability of Auditors and Other Professionals  
Insurance Law                                                            |
| 10   | Mar. 22 | 9, 39-42, 2, 48 28       | **Test 2**  
The Debtor/Creditor Relationship                                         |
| 11   | Mar. 29 | 29                       | Secured Transactions                                                   |
| 12   | Apr. 5  | 30 24                    | Bankruptcy Law  
Negotiable Instruments                                                   |
| 13   | Apr. 12 | 25 26                    | Negotiation and Holder in Due Course  
Liability of Parties to Commercial Paper                                  |
| 14   | Apr. 19 | 27                       | Checks and Electronic Transfers  
Catch up and Review                                                       |

I expect **Test 3 (chs. 24-30, 51)** will be on May 3, but the University sets final exam schedules, so until I can confirm the date, do not plan to travel before the end of final exams, May 10.