BUSINESS ORGANIZATIONS LA217
OUTLINE & SYLLABUS
3 Credit Class

I. Course Outline and Objectives

In general, this course is designed so each student will develop a working knowledge of business organizations. The objectives are that by the end of the course each student will:

A. Have taken another step toward becoming a truly educated and enriched individual by learning to recognize, understand and accept ownership for his or her own learning through such activities as participating in class discussion in an informed and professional manner; asking questions of one's self, other students, and the instructor in order to more fully understand a concept or idea; responding thoughtfully to ideas that challenge his or her own thinking, etc.

B. Know and demonstrate a general understanding of business organizations;
   1. Knowledge and demonstration of the above includes, but is not limited to:
      a. Exhibiting understanding of the purpose and organization of the major uniform organic codes for businesses (RUPA, RULPA, MBCA, RMBCA, ULLCA, etc.);
      b. Utilize an analytical framework for decision-making regarding formation, conduct, liability, and dissolution issues common to all business forms to support an attorney’s business law practice; and
      c. Identify and appropriately use the above knowledge and framework to properly draft a variety of common business organization forms (ex. Articles of Incorporation, LLC Operating Agreement, etc.) to support the work of a business law attorney.

C. Know and demonstrate a general understanding of relevant ethical, moral, social and political considerations.

II. Texts


B. The text will be supplemented by suggested and mandatory outside reading assignments.

III. Grading System

A. Mid-Term Examination (Date announced in class) 15%
B. Final Examination (Date announced in class) 25%
C. Writing Projects (In and out-of-class projects; date announced in class) 20%
D. Class Participation in Discussions, scenarios, readings, and briefings (attendance is subsumed within this portion of the grade.) 40%

100%
* Tests may be essay, take-home and may include demonstration of skill application.

IV. Grading Philosophy

Grading in this course is not on the basis of a curve or any other criteria which relativizes student work product. In other words, the grade earned by a student is not based upon a comparison of the student's work product with any other student's work product. Grades are measured against an absolute. That absolute is whether the student's work product is substantively correct and presented in a manner which demonstrates a command of higher thinking skills (analysis, synthesis, and evaluation), balanced judgment, clarity and precision of thought, good oral and written communication skills (correct use of grammar and syntax, logical development of ideas, with supporting citation to authority), and overall professional bearing.

Under this system of grading it is possible for all students to achieve the highest grade awardable. The converse is also possible. On balance, this system of grading is rigorous. There is no arbitrary grade inflation or deflation under this grading philosophy.

Under only the most unusual of circumstances will extra credit work be considered. Missed exams, low exam grades, etc. do not constitute "most unusual circumstances."

This class is part of each students preparation for a professional career. One salient attribute of professionalism is personal accountability and responsibility. The grading philosophy adopted in this course is for the express purpose of promoting professional development. The hallmark of professionalism is whether a job is done right, and done right the first time in the work place. Attached is the program’s Student Assessment Form. Your grade will include your professionalism as measured under the criteria of this form.

V. Class Participation Grading

The rationale for emphasizing class participation is research into adult education demonstrated that active participation by the student is the key to effective comprehension, long-term retention, and readiness for the workplace. For the student to demonstrate comprehension, retention, and readiness to the instructor, the student must show he/she is contributing to his/her own and his/her fellow students’ intellectual enrichment in a meaningful and mature manner.

The following is an illustration of how this component of your grade is determined. If the student wants to achieve 100% for participation, then the student must attend all class sessions and come to each class well-prepared, and must qualitatively (not quantitatively) engage in discussions, ask questions, make connections between sources of information, and become involved in scenarios, presentations, readings, briefings, etc.
If the student elects not to attend class, or attends by filling a chair (not engaging him/herself in group discussions, scenarios, presentations, etc.) it will be considered as 0% of the class participation portion of the student’s grade and his/her grade will reflect accordingly.

Between 100% and 0% class participation lies a great deal of latitude for the student with respect to his/her involvement. As before, an illustration: If a student attends the great majority of classes, and meaningfully participates (as defined above) in about half of those classes, the student will receive 50% of the grade ascribed to class participation. Thus, the student need only examine the number of times he/she attended class and actively participated (as defined above) divided by the total number of class sessions in the quarter to approximate what his/her percentage of the participation grade will be. Other factors such as a student’s progress throughout a quarter, and the quality and insight of his/her contributions are also grading considerations.

Class participation should not be taken as a reason to engage in immature, offensive, rude, belligerent, etc., behavior. Students are guided by the college’s Code of Student Conduct when in class.

Conceptually, participation (as defined above) is an indirect measure of maturity, motivation, and professionalism. One aspect of these attributes is honest self-awareness and self-assessment. Another aspect of these attributes is ownership and responsibility for outcomes. The instructor expects each student to honestly assess his/her motivation, maturity, and professionalism, and to take responsibility for what is learned and how well it is learned. Practice makes the master. Honest, active, mature classroom participation will lead to the same in the workplace.

The instructor understands the subjectivity inherent in this portion of a student’s grade. The instructor also understands such mitigating factors as shyness, slow verbal skills, self-confidence/self-esteem issues, different learning styles, etc. The instructor invites students to discuss this portion of the grade with him early in the quarter, NOT AT THE END OF THE QUARTER, when the quarter’s dye has been cast. The instructor makes every effort to be fair with respect to grading, and does consider mitigating factors.

However, the instructor also expects a student to take risks regarding mitigating factors (examples above) in the student’s life. For example, if a student deems him/herself to be shy, and therefore avoids participating in class, the instructor expects that student to make consistent good faith efforts at overcoming his/her shyness. The same would be expected in the workplace. RISK AND REWARD ARE COMMENSURATE. Generally speaking, the greater one risks, the greater one is rewarded. Here one’s reward is greater learning, enhanced self-confidence, more fun in the long run, and an easier transition to the workplace.

VI. Incompletes

Only under the most unusual and/or extreme of circumstances will a student be permitted to take an incomplete or a “Z” grade for this class. Students who do not attend regularly, perform poorly on exams or other class work should not anticipate they can receive an incomplete and/or “Z” grade for this class.
VII. Instructor

Robert D. Loomis  
Room: 213J--Old Main Addition  
Telephone: 509-533-7470  FAX: 509-533-8059  
e-mail: bob.loomis@scc.spokane.edu

VIII. Attendance and Participation

Full attendance and participation is expected. Exceptions will be made for emergencies and unusual circumstances (family death, hospitalization, etc.) Conflicts with work, vacation, etc., will not count, and a missed class will count as an absence. Late attendance will be considered, and will negatively affect the class participation portion of a student's grade. Any deadline given in class (example, handing in a paper, time for giving a test) will be strictly enforced. To even be considered for deadline dispensation, the student must notify the instructor, before the deadline’s expiration, of the situation (a phone message is sufficient). Under only the most unusual circumstances will individuals be allowed a deadline dispensation. Minor illnesses, forgetfulness, work conflicts, etc., do not constitute "most unusual circumstances."

This class is part of each student's preparation for a professional career. A hallmark of professionalism is punctuality. A high percentage of this class's grade is based on class participation. Participation includes prompt attendance. Students who routinely come late to class and/or leave early should expect the participation of their grade will be adversely impacted.

IX. Student Services

The Americans with Disabilities Act is designed to ensure that students with disabilities have an equal opportunity to access academic programs and successfully complete their educational goals. Spokane Community College is committed to providing accessibility to all students. Any students with disabilities who have accommodation needs must contact Disability Support Services located in the Learning Resource Center (Library) or call Laura at 533-8872 to make an appointment to complete the intake process. Additionally the student should contact me after class to further facilitate the necessary accommodation. This information will remain strictly confidential.

X. Ethics

Ethics and professionalism are of central concern in the legal environment. Therefore, any student found cheating as defined in WAC 132Q-04-060 will receive, at the least, an automatic failing grade for the
Additional disciplinary measures may be taken as deemed appropriate. For example, plagiarism on any class paper, project, pleading, presentation, etc. is cheating.

XI. Specific Class Assignments:

The following table depicts the assignments you will complete during the course of this class along with an explanation of the skills you can anticipate acquiring from the completion of these assignments:

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<tr>
<th>SPECIFIC ASSIGNMENT(S)</th>
<th>SPECIFIC SKILLS/OUTCOMES</th>
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<tr>
<td>1. Drafting Exercise--a) articles of incorporation and bylaws for small corporation, b) operating agreement for general partnership, c) operating agreement for an LLC or d) operating agreement for limited partnership. Choice at student’s election. Completed over course of class. 2. Drafting Exercise—purchase and sale agreement key provisions for small business, completed as an in-class exercise during approximately last two class sessions.</td>
<td>1. Increasing understanding of substantive applicable law. 2. Developing competence with fundamental legal research. 3. Refining critical thinking skills with respect to applying elements analysis to hypothetical facts. 4. Increasing proficiency with respect to writing clear, accurate legal prose. 5. Increasing proficiency with respect to formatting legal documents. 6. Deepening working familiarity with applicable civil procedure rules.</td>
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<tr>
<td>2. Scenario Problem-Solving. Completed once per class session.</td>
<td>1. Refining critical thinking skills with respect to applying elements analysis to hypothetical facts. 2. Developing collaborative people-skills through give and take of problem-solving discussion. 3. Developing increasing confidence and skill with respect to speaking in clear, accurate, and succinct terms, with appropriate use of legal terminology.</td>
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XII. Legal Advice:

The instructor is a licensed and practicing attorney. Additionally the instructor is a relatively caring individual. On a regular basis the instructor is approached by students seeking legal advice. The Rules of Professional Conduct governing the activities of an attorney in Washington State, provide that when an attorney provides legal advice to a person, an attorney-client relationship is established, the attorney is professionally responsible for his/heir’s advice, and the attorney can be sued for malpractice in such situations. This is true
whether money is received or not, and whether the advice is casual or not. The instructor does not carry malpractice insurance, and his office is not configured to check for conflicts of interest, calendaring, etc., which are integral to good professional representation. Additionally, the common way in which the instructor is approached for legal advice, frequently means the instructor is not provided with the correct and/or complete information, upon which a reasoned professional judgment could be based. Please therefore understand that the instructor, with some measure of regret, cannot, and does not provide legal advice to students, even in the form of a hypothetical—a frequently employed student technique. If you are in the position of needing free or low-cost legal advice, the instructor has in his office, for free, a flyer with contact information for many of the agencies in the Inland Northwest which provide such services to the public. You need only ask.

XIII. Outline

The following is an outline of subjects to be covered in the class. The class may not cover all of the following topics, since each class’ pace varies. Additionally the topics may not be covered in the order in which they are listed below.

CLASS OUTLINE

A. Introduction

B. Sole Proprietorship
   1. Characteristics of Sole Proprietorships
   2. Liability of the Sole Proprietor
   3. Termination Upon Death
   4. Taxation of Sole Proprietorship
   5. Formation and Operation of a Sole Proprietor

C. General Partnership
   1. Characteristics of Partnerships
   2. Partnership Property
   3. Partner's Interest in the Partnership
   4. Management of the Partnership
      a. Right to manage
      b. Duties and Compensation
   5. Profits and Losses
   6. Liability
   7. Dissolution and Termination of Partnership
      a. Causes of Dissolution
      b. Continuation of Partnership Despite Dissolution
      c. Termination and Wind-up
   8. Tax Consideration of General Partnerships
   9. Formation and Operation of General Partnerships
a. Selection of Name  
b. Governmental Formalities  
c. Interstate Business  
d. Agreements  

D. Limited Partnerships  
1. Characteristics  
2. General Partners  
3. Limited Liability and Contributions  
4. Management and Control  
5. Admission, Substitution and Withdrawal  
6. Dissolution  
   a. Causes  
   b. Continuation following Dissolution  
   c. Termination and Wind-up  
7. Taxation  
8. Formation and Operation of Limited Partnerships  
   a. Selection of Name  
   b. Limited Partnership Certificate (content, filing, amendment and cancellation)  

E. Corporations  
1. Entity Characteristics of a Corporation  
2. Statutory Powers of a Corporation  
3. Ownership and Management of a Corporation  
   a. Incorporators  
   b. Directors  
   c. Officers  
   d. Shareholders  
4. Limited Liability  
5. Continuity of Existence and Dissolution  
6. Taxation  

F. Special Corporate Forms  
1. Close Corporations  
2. Professional Corporations  

G. Formation of a Corporation  
1. Preincorporation Responsibility  
2. Preincorporation Share Subscriptions  
3. Selection of Jurisdiction  
4. Selection and Reservation of Corporate Name  
   a. Availability of name  
   b. Reservation of name
c. Operation under an assumed name
5. Articles of Incorporation
   a. Statutory requirements
   b. Permissive Provisions
6. Filing and other formalities
7. Corporate existence
8. Formalities after formation of corporation
9. By-laws

H. Corporate Financial Structure

I. Corporate Meetings

J. Corporate Dividends and Other Distributions

K. Employment and Compensation

L. Agreements Regarding Share Ownership

M. Corporations in Foreign Jurisdictions

N. Changes in Corporate Structure and Dissolution

O. Statutes

P. Limited Liability Companies
   1. Characteristics
   2. Comparisons to Partnership and Corporations

Q. Purchase and Sale of Business
   1. Investigations
   2. Valuation
   3. The Agreement
   4. The Closing

R. Securities, Franchising and Investor Protection
   1. Securities Resolution
   2. Franchise Investment Law
   3. Distributorship
   4. Antitrust Regulation
      a. Federal
      b. State
S. Intellectual Property
   1. Patents
   2. Trademarks
   3. Copyrights
   4. Trade Secrets