Corporations & Business Organizations  
Professor Goodenough  
Fall, 2016  
Course Information and Topic Summary  
August 29, 2016

Here is a summary of the core topic and coverage expectations. The text is Smiddy & Cunningham, *Corporations and Other Business Organizations, 8th Ed.* The statutory supplement is Eisenberg, *Corporations and other Business Organizations, Agreements, Statutes, Rules, etc. 2016 Edition*. We will also make use of the materials in LexisNexis Practice Advisor and other online resources. To the extent we also cover matters referred to in class (e.g. the news items discussed) or other supplemental readings and handouts, please give that your attention as well.

Individual assignments will be made through the “day sheet” which will be handed out in connection with each class, with the goal of providing sufficient advance notice to be useful for those reading ahead.

On scheduling, the normal course times are Monday, Wednesday and Friday mornings, 9:55 – 11:10. Because of instructor travel requirements, we will explore possible make-up times, with Friday an initial target. We will also explore guest teachers and video options to provide coverage and avoid rescheduling to the extent possible.

On coverage, the course has four principal topic groups:

1. An introduction to what business organizations try to do and some of the economic principles that govern business finance. In the course of these discussions we will develop and commit to memory the topic/organization form matrix that will help organize the course going forward.

2. An exploration of the law of Agency. This topic cuts across all of the other forms, and is the baseline for the law of employees and of independent contractors.

3. A review of the laws governing Partnerships, LLCs and Closely Held Corporations, using the matrix as an organizing principle. These forms have a great deal in common, as they all are designed to structure interactions among a relatively small group of “owners” on the basis of personal exchange principles and use contractual agreement as their legal format.

4. A review of the laws governing traditional Corporations, using the matrix as an organizing principle. This form is designed to structure interactions among a relatively large group of “owners” on the basis of impersonal exchange principles and uses procedural and financial rights established in stock and by-laws as their legal format.

In more detail, the topics and assignments are:
A. Introduction to Business Organizations, Economics


Ancillary Material: From the Web as Assigned; LexisNexis Practice Advisor Entity Choice Materials

Developing the issue matrix/grid; QUIZ

B. Agency


LexisNexis Practice Advisor Independent Contractor Agreement

C. Partnerships, LLCs, Closely Held Corporations/Agreement Based/Personal Exchange


6.22, 7.32. Form of Partnership Agreement (Eisenberg), LLC Operating Agreement (Eisenberg), Shareholder’s Agreement (Handout)

3. Contributions/Money In, Accounting and Allocation, and Distributions/Money Out: 
Text: 87-89; 119-122. Statutes: UPA 18, 19; RUPA 401,402; RULPA 501-504, 601; RULLCA 401-406. Agreements: Partnership Secs 2, 3 and 4; LLC Articles 8 & 9


7. Other Variations: Text 221-223

D. Traditional Corporations/Status Based/Impersonal Exchange

1. Money in/Money Out: Pages 239-254; 479-493. Del. ss 102(a)(4); 151-154; 161; 173. RMBCA 2.02; 6.01-6.03; 6.21; 6.40


3 Care: Text 507-535; RMBCA 8.30-8.31 Del 141, 144

4. Loyalty: Text 577-598; RMBCA 8.30-8.31 Del 141, 144

5. Application to Take-Overs: Text 676-715


FINAL EXAM