



**SCHOOL OF MANAGEMENT AND LABOR RELATIONS
DEPARTMENT OF LABOR STUDIES & EMPLOYMENT RELATIONS**

LAW FOR BUSINESSES & NON-PROFIT ORGANIZATIONS
PROFESSOR VIK ADVANI

37:575:220:01 --- INDEX: 14523

TIME & LOCATION OF CLASS: WEDNESDAY 12-3 PM, TILLET HALL 258

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COURSE OBJECTIVES

- To familiarize students with the structure of the federal and state court systems, and judicial legal process and reasoning;
- To provide an overview of business law within the context of law in general, studies the interplay of law, business and society;
- To identify and discuss the sources and classifications of the law; to identify those fields commonly referred to as business law; to state the reasons for studying business law.
- To describe and briefly delve into the various forms of businesses such as the Sole Proprietorship; the General Partnership; the Limited Liability Partnership; the Limited Liability Company; "S" and "C" Corporations; Closely Held Businesses and; Non Profit Corporations, Charitable Trusts; and Specially Chartered Organizations.
- To define torts and the bases for tort liability; to define and discuss the various intentional torts, negligence and strict liability and any defenses available.
- To define contract and state the essential elements; and to discuss in detail the requirements of the offer, acceptance and consideration. To state the principles necessary to determine whether a contract has been performed, discharged or breached and if breached, to identify the appropriate remedy.
- To define and briefly delve into criminal law and procedure, and discuss the interplay between criminal law and business law.
- To define and briefly delve into intellectual property law, and discuss the importance of intellectual property to businesses and society.

- To define and briefly delve into employment specific state and federal civil rights statutes, and to discuss the significance of such civil rights and discrimination statutes to businesses and society.
- To delve into non-profit organizations, their formation, their purposes, and dissolution.

SCHOOL AND DEPARTMENT LEARNING OBJECTIVES

Labor Studies and Employment Relations Department: The student will be able to:

- Demonstrate an understanding of business law as they intersect with the perspectives, theories and concepts in the field of labor and employment relations. (Goal 1).
- Apply those concepts, and substantive institutional knowledge, to understanding contemporary developments related to work. (Goal II).

School of Management and Labor Relations: The student will be able to:

- Demonstrate an understanding of relevant theories and apply them given the background context of a particular work situation. (Goal IV)
- Demonstrate an understanding of how to apply knowledge necessary for effective work performance. (Goal VI)

COURSE REQUIREMENTS

This is an introductory undergraduate course in business law. However, it emphasizes student participation and group discussion. Students will be held responsible for reading and understanding all assigned materials, as well as participating fully in all class discussions. Attendance is a must, and failure to attend class will result in a poor “Class Attendance & Participation” grade.

GRADE CRITERION

Class Attendance and Participation (15%)
 In Class First Exam (40%)
 In Class Second Exam (45%)

ATTENDANCE CRITERION

- **Attendance is a must**, and failure to attend class will result in a poor “Class Attendance & Participation” grade and potentially a failing or incomplete grade.

To be clear, if you have more than 2 unexcused absences you will receive a full grade deduction (or a B); If you have more than 3 unexcused absences you will receive a full 2 grade deduction (or a C);

VERY IMPORTANT: If you have more than 4 unexcused absences you will receive a full 3 grade deduction (or a D), **and I will most likely assess you an incomplete grade in my class regardless of performance on exams.**

- **Coming Late and Leaving Class Early:** I have noticed that students like to arrive late and leave class early just to sign and generally establish that they were in class – This is unacceptable. If you leave class early and you have not been cleared to do so, you will be subject to the above deduction rules. If you come to class late, you must approach the TA after class and advise when you entered class and I will decide whether you will credit for attendance on said date.
- **Attendance Policy is Not Negotiable:** While I am generally lenient with students facing family or work related concerns and emergencies, I am no longer going to negotiate the attendance policy with students on an individual basis. Every student must be held accountable to the same standard. If my attendance policy is too onerous to your lifestyle, feel free to choose another class that better fits same.

ACADEMIC INTEGRITY POLICY

The conduct of all students is governed by the Rutgers University Academic Integrity Policy: http://academicintegrity.rutgers.edu/files/documents/AI_Policy_9_01_2011.pdf
Please be so advised.

COURSE MATERIALS

- *The Legal and Ethical Environment of Business*, by Terence Lau and Lisa Johnson, Downloadable Free Textbook. **DOWNLOAD THIS & PRINT THIS OUT – THIS WILL NOT BE ONLINE FOREVER!!!!!!**
<http://www.saylor.org/site/textbooks/Business%20Law%20and%20the%20Legal%20Environment.pdf>
- *The Law of Corporations*, by Robert Hamilton & Richard Freer, *The Nutshell Series*, ISBN 978-0-314-90457-7
- In addition, course reading materials, if assigned, are only available on Sakai. Please be sure to print them out.

CLASS SCHEDULE

Class 1: Introduction, Course Overview & Discussion of Following Chapters

Chapter 1: Introduction to Law

Chapter 2: The Court System

DISCUSSION TOPICS

- What Is Law?
- Sources of Law
- The Rule of Law
- Importance of Rule of Law to Business
- How Law Affects Business Disciplines
- The Court System & The Branches of Government Explained
- Trial, Appellate Courts, and the *Certiorari* Process

Class 2: Introduction, Course Overview & Discussion of Following Chapters

Chapter 3: Litigation

Chapter 4: Alternative Dispute Resolution Systems

DISCUSSION TOPICS

- Litigation, Standing and Personal Jurisdiction
- Pretrial Procedures, Trial and Appeals
- Alternative Dispute Resolution, Mediation & Arbitration

Class 3: Review Prior Class & Discussion of Following Chapters

Chapter 5: The Constitution

Chapter 6: Contracts

DISCUSSION TOPICS

- The Constitution, Federalism & Preemption Concepts
- The Constitution's Commerce, Taxing, and Spending Clauses
- Businesses and the Bill of Rights
- Contracts, Formation, Performance and Discharge
- Breach of Contracts, Defenses & Equitable Remedies
- Assignment, Delegation, and Other Contract Clauses

Class 4: Review Prior Class & Discussion of Following Chapters

Chapter 7: Torts

Chapter 1 of Nutshell: Pages 23-28 (to end of section)

DISCUSSION TOPICS

- Torts, Negligence & Intent-Based Claims
- Strict Liability
- Relevancy of Agency Law

Class 5: Review Prior Class & Discussion of Following Chapters

Chapter 8: The Property System

DISCUSSION TOPICS

- The Property Concept, Personal & Real Property

Class 6: Review Prior Class & Discussion of Following Chapters

Chapter 9: Intellectual Property

DISCUSSION TOPICS

- Intellectual Property & its Constitutional Roots; Patents, Trade Secrets, Copyrights and Trademarks

Class 7: Review Prior Class & Discussion of Following Chapters

Chapter 10: Criminal Law

DISCUSSION TOPICS

- Criminal Law, Constitutional Rights, Defenses & Punishment
- Review for Exam 1

Class 8: IN CLASS EXAM 1 – CLOSED BOOK/NOTES, COVERING CLASSES 1-7

Class 9: Review Prior Class & Discussion of Following Chapters

Chapter 11: Business Organizations

Chapter 1 of Nutshell: Pages 15-23 (to end of section) Chapter 5 of Nutshell: Pages 75-88

DISCUSSION TOPICS

- Advantages/Disadvantages of Incorporating Business Organizations
- Sole Proprietorships
- Partnerships
- Corporations
- Limited Liability Entities, the LLC, the LLP, and Others
- Distribution of Powers in a Corporation
- Roles of Shareholders, Board of Directors & Officers Generally

Class 10: Review Prior Class & Discussion of Following Chapters

Chapter 6 of Nutshell: Pages 89-117

Chapter 15 of Nutshell: Pages 348 – 368 (to end of section)

DISCUSSION TOPICS

- Rights Duties & Responsibilities of Shareholders.
- Shareholder Action, Collusion, Voting, Stock-Transfer Restrictions
- Inspection of Corporate records
- Shareholder Derivative Litigation

Class 11: Review Prior Class & Discussion of Following Chapters

Chapter 7 of Nutshell: Pages 118-136

DISCUSSION TOPICS

- Rights Duties & Responsibilities of Board of Directors.
- Director Voting Procedure & Decisions by the Board
- Board Vacancies, Compensation & Committees
- Fiduciary Duties Owed by Directors/Officers

Class 12: Review Prior Class & Discussion of Following Chapters

*Chapter 8 of Nutshell: Pages 137-149 Chapter 9 of
Nutshell Pages 151-189*

DISCUSSION TOPICS

- Rights Duties & Responsibilities of Officers.
- Officers as Agents of the Corporation
- Selection & removal of Officers
- Fiduciary Duty Owed by Officers

Class 13: Review Prior Class & Discussion of Following Chapters

*Chapter 13: Business in the Global Legal Environment Lecture By
Professor and/ or Other Attorney*

Non-Profit Organizations

DISCUSSION TOPICS

- The Nature of International Law
- Trade Regulations, Contracts, and Prohibited Activities in International Business
- Non Profit Entities
- Types of NPEs, Forming and Dissolving NPEs
- Procedural Requirements & Reporting
- Losing NPE status
- Brief review for Exam 2

Class 14: IN CLASS EXAM 2 – CLOSED BOOK/NOTES, COVERING CLASSES 9-13