

ONU Law – Business Organizations I

COURSE DATES: 2024-25 Fall Semester
CRN: 22104

3 CREDIT HOURS
MWF: 8:30 - 9:30 AM; RM 129

CONTACT INFORMATION

Prof. Garrett I. Halydier
ONU Law
Rm 195
419-772-1996
g-halydier@onu.edu

Office Hours by appointment:
M/W/F, 10:00 am – 3:00 pm

[Please use this link to make an appointment](#)

CATALOG DESCRIPTION

CRN 22104 (Fall 2024), Business Organizations 1 covers: The nature, formation, and characteristics of closely held enterprises, including partnerships, limited liability companies, and corporations. The duties and liabilities of the participants in the entities and general agency concepts.

CRN 1236 (Spring 2025), Business Organizations 2 covers: Publicly held corporations and their management and ownership with particular focus on derivation litigation, shareholder voting and proxy rules, and the liability provisions of the Exchange Act.

Both courses cover the relevant bar-tested concepts as detailed in the NCBE NextGen Bar Exam Content Scope.

COURSE PREREQUISITE(S)

N/A

COURSE READINGS

Business Associations: A Systems Approach (2021)
Lynn M. LoPucki & Andrew Verstein
ISBN: 979-8-8861-4158-0

The electronic version is sufficient

<https://aspublishing.com/products/lopucki-businessassociations>

All relevant Ohio statutes and administrative rules

Additional reading and course materials will be listed below and uploaded to the modules in Canvas (when available). It is your responsibility to check for updates regularly as the term progresses.

COURSE FEES

N/A

VIRTUAL INSTRUCTION DAY

If ONU must cancel in-person class meetings for weather or any other reason, an announcement will be released in the official RAVE email and text. The campus will be told that ONU will be moving to virtual instruction. For this class, please know we will likely meet virtually at the scheduled class time. You will be emailed at least 30 minutes before class time with instructions on how the course content will be delivered. Contact your instructor with any questions or concerns. You may be required to make up any classes canceled.

COMMON COURSE POLICIES:

Ohio Northern University is dedicated to providing an equitable educational experience for all enrolled students. Universal course policies applicable to all courses can be found at the following link: https://my.onu.edu/registrars_office/policies. Specifically, this website includes the policies for the following topics:

- Academic Dishonesty Policy
- Academic Accommodations Policy
- ONU Health and Safety Policy
- Title IX Policy
- Diversity, Equity, and Inclusion Language

In addition, below is more information or a link to ONU Law's specific policy on the following topics:

- [Academic Dishonesty Policy](#)
- [Academic Accommodations Policy](#)

STUDENT LEARNING OUTCOMES

After completing the course, students should be able to:

- Demonstrate foundational knowledge of the substantive and procedural law related to the various types of business organizations including agency, sole proprietorships, partnerships, and corporations
- Demonstrate competence in legal research of the cases and black letter law regulating business organizations
- Demonstrate competence in legal analysis and problem-solving in advising clients or answering bar-style questions regarding a businesses' organizational issues
- Communicate effectively the legal rules and business consequences of those rules both orally and in writing.
- Demonstrate knowledge and understanding of proper professional and ethical responsibilities to clients and the legal system, especially as they relate to identifying the client's complex organizational structures, the ethical duties of business lawyers, and the difference between providing legal advice and business advice to clients
- Demonstrate growing competence in the legal practice skills of understanding a client's business to give context for the provision of appropriate legal advice

COURSE POLICY: EXTERNAL ASSISTANCE, AI, AND ANALOGOUS TOOLS

All work in the course should be your original product. You shall not work with others on your submitted written Assignments or the Practice Exam (see below for details). However, you may discuss the Assignments for each class session with other students prior to the class in which they are covered to help with your preparation.

You may also use AI or analogous tools for help with each element of this course except for the actual taking of the Final Exam.

Please note that, while AI has consistently improved its ability to "pass the bar" by answering bar style questions and will be an important tool for lawyers in the future (which is why you may use it to experiment with what works for you), AI continues to fail to appropriately consider the things most of value in this course: legal and business strategic thinking, legal writing structure for the bar, internal cross references in legal drafting, customizing legal language to your client's specific needs, personal opinion on specific topics or ideas, and effective integration of rules from different sources for application in novel situations. [Relying on AI incorrectly can get you disbarred](#), so practice effective use now.

While you may use AI or analogous tools in the completion of your Written Assignments, class preparation, and exam study, you will quickly find that outsourcing your knowledge to the machine is insufficient to give you the knowledge and skills to engage effectively orally in class as part of your participation grade and [will leave you at a significant disadvantage on both the exam and the bar which are closed book](#).

COURSE POLICY: ATTENDANCE

Per University policy, all students are expected to attend all classes, including examinations. Students who must be absent are required to contact the faculty member (preferably before the absence) so that mutual agreement may be reached concerning work to be completed. (See ONU Student Handbook, III General Academic Requirements & Information, "Class Attendance")

The College of Law maintains that classroom instruction is an essential element of legal education, and regular attendance is a necessary component of a student's education. Attendance is extremely important as this class provides guidance and assistance with preparation for the bar exam. Therefore, you are expected to come to every class on time. **More than 3 absences will be grounds for a reduction of your grade in this course. You will be marked absent if you miss more than ten minutes of any class session.**

If you are absent from class, **it is your responsibility** to know what activity has been assigned and to make up any assigned activities.

Online attendance will not be permitted unless the student in question is quarantining due to contracting COVID or being exposed to COVID, has contracted a long-term illness which requires hospitalization, or is absent on maternity leave. If there is any other catastrophic reason for which the student seeks permission to attend online, they must submit a written request along with substantiating documentation. Online attendance is intended for students who will miss a significant number of classes – not students who anticipate missing only one or two classes.

60% FINAL EXAM

The Exam will be a closed book, 3-hour exam during exam period to better mirror the preparation requirements and modality of the Bar.

To help students prepare for the Final Exam, a Take-Home Practice Final Exam will be held near the end of the semester (and will be counted as one of the class sessions), with soft copies of the practice exam answers due by e-mail to the professor before the class at which the Exam will be reviewed.

All students will be required to take the Practice Exam, but the Practice Exam will not be individually graded. Instead, during class time, we will review the Practice Exam and students will self-assess their answers. Failure by a student to take the Practice Exam will adversely affect the student's class participation marks.

The Practice Exam is designed to take students 3 hours to complete (but you can take longer if you would like) and all students are expected to study for at least 2 hours before attempting the Practice Exam.

10% IN-CLASS ACTIVITY COMPLETION

We will perform a variety of written in-class activities throughout the semester.

You are responsible for submitting your work to the professor either via email or in writing (depending on the modality of the exercise) by the end of class.

These assignments are pass/fail. A pass requires completion in good faith and timely submission to the professor.

Failure to complete in good faith or submit an in-class assignment will adversely affect this activity grade.

GRADING

For grading purposes, the components of the course are weighted as follows:

- 60% Final In-Class Exam
- 20% Written Assignment Completion
- 10% In-Class Activity Completion
- 10% Class Participation

Details below.

20% WRITTEN ASSIGNMENT COMPLETION

Each student will be responsible for preparing written answers in detail for at least **TWO (2)** of the Assignments in the course text as assigned in the course schedule.

Each student should be well prepared to discuss those assignments in class and to answer questions on the day the chosen assignment is discussed. Your preparation and willingness to engage on your assigned days is a large portion of your participation score.

The written assignment is due at the start of class by email no later than **ONE (1) WEEK AFTER** the assignment is discussed in class. I reserve the right to move the date we discuss a particular Assignment (with plenty of notice). I highly recommend that you write a draft prior to discussing the assignment and then update it before turning it in.

Details for what makes a great written assignment answer will be discussed in class. Your written work should contain no spelling, citation, or typographical errors. Each page should be typed on 8 ½ inch paper with one-inch margins, double spacing, and 12 point, Times New Roman font. Assignments not turned in by the designated time will be considered late and will result in an escalating grade reduction.

10% CLASS PARTICIPATION

Class participation will be judged on the basis of good, active class participation throughout the term (e.g., coherent answers; perceptive comments, questions, and observations; and an overall level of preparedness).

Clear evidence of preparation and participation concerning the Assignments you are assigned to submit a written answer for contributes significantly to this grade. *I do not expect you to be an expert in all areas of business law or business strategy, I expect you to have read the Assignment, thought about it, looked at supplementary materials where relevant, tried all of the questions for the Assignment, and be willing to think on your feet/explore the questions with me in class.*

Regular participation throughout the semester is expected. The best way to master this material is to digest it day by day and to prepare for every class.

Supplementary Business Law Resources

SUPPLEMENTARY RESOURCES

In a very real sense, business law is its own language. So, as when learning any new language, keep a business dictionary or other resource nearby to help with learning the new terms. I have found [Investopedia](#) to be a great source. There is also a glossary in the back of the book. Use it...

Additionally, the business and legal environment are always changing, which means your advice to your business clients needs to change too! So here are some good business resources to keep an eye on (in no particular order):

1. [CNN Business](#) - Quick stock-market/market-sentiment and news snapshot
2. [Bloomberg News](#) - Detailed financial market and economic politics analysis. (Note both the articles for their analysis of current events and the "Quick Links" at the top which allow you to quickly monitor daily changes in key financial sectors).
3. [Market Watch](#) - Detailed financial market and economic policy analysis.
4. [Seeking Alpha](#) - More technical financial data and economic/political analysis
5. [Moody's](#) - Financial market news with a more international focus
6. [Wall Street Journal](#) - Popular financial news source
7. [Economist](#) - Popular market and economic news source
8. [Investors.com](#) - Great source for financial news and analysis

Lexis and Westlaw also have news services and legal updates.

You should sign-up for a free student membership to the [Ohio Bar Association](#) (or whatever state you intend to practice in). Once you sign up, make sure to join the various business law sections and find the email distribution lists where the bar association sends out notices of new cases.

PRIMARY LAW SOURCES TO HELP WITH ASSIGNMENTS

You will likely (definitely!) need the following statutes to help with your assignments:

1. [The Delaware General Corporation Law \(DGCL\)](#)
2. [The Model Business Corporation Act \(MBCA\)](#)
3. [The Revised Uniform Partnership Act \(RUPA\)](#)
4. [The Uniform Limited Liability Company Act \(ULLCA\)](#)
5. [The Uniform Limited Partnership Act \(ULPA\)](#)
6. [Model Rules of Professional Conduct \(MRPC\)](#)

You need to find and download a PDF of each of these.

Course Schedule and Assigned Readings

PLEASE NOTE THAT THE INSTRUCTOR MAY NEED TO MAKE MODIFICATIONS TO THE COURSE SYLLABUS AND MAY DO SO AT ANY TIME. NOTICE OF SUCH CHANGES WILL BE ANNOUNCED AS QUICKLY AS POSSIBLE VIA EMAIL.

Date	Assignment
Week 1 (Aug 26 – Aug 30)	Identify Ohio Statutes/Admin rules for business organizations Assignment 1: Introduction and Overview
Week 2 (Sep 2 – Sep 6) Labor Day – No Class Sep 2	Assignment 2: Acting through Others Assignment 3: Binding Entities
Week 3 (Sep 9 – Sep 13)	Assignment 4: Entity Names and Structures
Week 4 (Sep 26 – Sep 20)	Assignment 5: The Entity Regulatory System Assignment 6: Entity Formation and Representation
Week 5 (Sep 23 – Sep 27)	Assignment 9: Liability, Limited Liability, and Veil Piercing Assignment 10: Other Theories for Entity Disregard
Week 6 (Sep 30 – Oct 4)	Assignment 11: Capital Structure
Week 7 (Oct 7 – Oct 11)	Assignment 12: Dividends and Distributions Assignment 13: Capital Investment and Withdrawal
Week 8 (Oct 14 – Oct 18) Fall Break – No Class Oct. 14	Assignment 14: The Scope of Investor Decision Making Assignment 15: Investor Voting and Consent
Week 9 (Oct 21 – Oct 25)	Assignment 16: Investor Information Access Assignment 17: Investors' Fiduciary Duties
Week 10 (Oct 28 – Nov 1)	Assignment 18: The Manager Decision-Making Process Assignment 19: Business Judgment and the Duty of Care
Week 11 (Nov 4 – Nov 8)	Assignment 20: Conflicted Decision Making Take Practice Final
Week 12 (Nov 11 – Nov 15)	Review Practice Final
Week 13 (Nov 18 – Nov 22)	Assignment 31: Entity Purpose and Responsibility