

BUSINESS ORGANIZATIONS –FALL 2009

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MATERIALS

The following materials will be used in this course:

Corporations, by Eisenberg (9th ed., unabridged, 2005), The Foundation Press and the 2009 Statutory Supplement.

About one quarter of the semester will be spent examining general and limited partnerships. The rest of the semester will be spent on studying the corporate structure for doing business with an emphasis on the special problems of closely held corporations and the fiduciary duties of corporate management.

The reading assignments for this course from Eisenberg will be as follows:

- A. Agency, Chapter I, pp. 1-30.
- B. Partnership, Chapter II, pp. 31-105.
- C. The Corporate Form, Chapter III, pp. 106-153.
- D. Corporate Structure, Chapter IV, pp. 154-164, 178-257.
- E. Shareholder Informational Rights and Proxy Voting, Chapter V, pp. 258-281, 303-315.
- F. The Special Problems of Close Corporations, Chapter VI, pp. 325-391, 411-465.
- G. Alternative Forms of Business Organization: Limited Partnerships, Limited Liability Companies, and Limited Liability Partnerships, Chapter VII, pp. 466-514.
- H. The Duty of Care and the Duty to Act Lawfully, Chapter VIII, pp. 515-544, 562-605.
- I. The Duty of Loyalty, Chapter IX, pp. 606-678.

GRADING

There will be one three-hour examination in this course, which will comprise the bulk of the grade. The examination will be closed book. It will be graded in accordance with traditional law school standards.

In addition to the examination, quality class participation will be counted on a limited basis as an aid to grades. For example, if participation warrant an addition to a grade, the grade may be raised to the next highest level, e.g., C+ to a B or a high B to a B+.

ACADEMIC INTEGRITY

Work done for this course must adhere to the University Academic Integrity Policy which can be reviewed in the Student Handbook or by visiting <http://www.studentaffairs.depaul.edu/homehandbook.html>