

PELLISSIPPI STATE TECHNICAL COMMUNITY COLLEGE
MASTER SYLLABUS

**BUSINESS ORGANIZATIONS
LAW 2500**

Class Hours: 3.0

Credit Hours: 3.0

Laboratory Hours: 0.0

**Date Revised: Spring
03**

NOTE: This course is not designed for transfer credit.

Catalog Course Description:

Survey of state and federal law affecting the organization and operation of business associations (proprietorships, agencies, partnerships, and corporations); duties and liabilities of partners, agents, directors, and shareholders. Introduction to federal and state employment law. Emphasis on the legal assistant's role in collecting data and drafting documents to form a Tennessee corporation and maintaining minutes and records.

Entry Level Standards:

College-level competencies in logic, reading, and English are required.

Prerequisite:

LAW 1000

Corequisite:

LAW 1060

Textbook(s) and Other Course Materials:

Bartschi, Margaret, *Foundations of Business Organizations for Paralegals*, Delmar: 2001.

I. Week/Unit/Topic Basis:

Week	Topic
1	Introduction to business organizations – Overview of various organizational forms: sole proprietorship, partnership, corporation, limited liability company (3 hours)
2	Choosing the organizational form – Advantages and disadvantages of business structures; formalities, management, ownership restrictions, taxation, liability (3 hours)
3	Agency in business organizations - Authority of agents: actual v. apparent; duties of agents, duties of principals; imputed liability: vicarious liability (respondeat superior); liability insurance (3 hours)
4	Sole proprietorship - Characteristics of a sole proprietorship; licenses; liability of a sole proprietor; termination upon death of the proprietor; termination by sale; taxation of a sole proprietor; formation and operation of a sole proprietorship (3 hours)
5	Partnerships: Associations for profit – Overview; comparison of forms (3 hours)
6-7	General Partnership - Characteristics of a general partnership; formation; registration; fiduciary duties; liability; partnership property; partner's interest in a partnership; management of a partnership; profits and losses (3 hours); dissolution and termination

of a partnership; tax considerations of a general partnership; partnership agreement; operation of a general partnership (3 hours)

- 8 Limited Partnership - Characteristics of a limited partnership; general partners of a limited partnership; limited liability and contributions; management and control; admission, substitution, and withdrawal of a limited partner; dissolution of a limited partnership; taxation of a limited partnership; formation and operation of a limited partnership (3 hours)
- 9 Registered Limited Liability Partnership; - Characteristics of registered limited liability partnerships; liability; formation; statutory powers; ownership and management; advantages and disadvantages; dissolution; taxation; and transferability of ownership (3 hours)
- 10 Corporations - Characteristics of a corporation; types of corporations; advantages and disadvantages of incorporation; powers; forms; liability protection; management restrictions; S corporation (3 hours)
- 11 Formation of a corporation - Preincorporation responsibility; selection of jurisdiction; selection and reservation of corporate name; articles of incorporation; filing and other formalities; taxation considerations; formalities after formation; bylaws; corporate existence (3 hours)
- 12 Corporate organizational structure – Shareholders’ rights and responsibilities; voting rights; shareholder action; preemptive rights; dividends; piercing the corporate veil; directors’ rights and responsibilities; election, term and removal; meetings; board of directors; director action; duties and liability; delegation of authority; rights and duties of officers; appointment and tenure; functions; authority; standard of conduct, liability and indemnification (3 hours)
- 13 Corporate structure and combinations - Amending articles of incorporation; amending corporation bylaws; mergers and acquisitions; purchase of stock; hostile takeovers; leveraged buy-outs; and regulations (3 hours)
- 14 Limited Liability Companies - Purpose of limited liability companies, registration; operating agreement; taxation; management; termination (3 hours)
- 15 Work on Notebook
- 16 Final Examination

II. Course Objectives*:

- A. Understand the relationship of master-servant, agent-principal, and principal-independent contractor. I, II, III, IV, V
- B. Understand the basic principles governing the organization and the operation of partnerships, limited partnerships and corporations. I, II, III, IV, V
- C. Collect relevant data and draft initial documents to assist the attorney in partnership and corporate practice. I, II, III, IV, V
- D. Continue developing a legal vocabulary. I, II, III, IV, V

*Roman numerals after course objectives reference goals of the Paralegal Studies program.

III. Instructional Processes*:

Students will:

1. Practice elements of the work ethic such as professionalism, preparedness, punctuality, honesty, cooperation, dependability, contribution, effectiveness, good manners, etc.
Personal Development Outcome, Cultural Diversity and Social Development Outcome,

Transitional Strategy

2. Refine reading skills and expand legal vocabularies through completion of weekly guided reading exercises that allows more effective communication with lawyers and legal professionals. *Communication Outcome, Transitional Strategy*
3. Strengthen analytical skills by locating court cases and statutes in the Educational Resources Center and on Westlaw to determine the application of the rules of law to specific facts. *Information Literacy Outcome, Problem Solving and Decision Making Outcome, Cultural Diversity and Social Adaptation Outcome, Technological Literacy Outcome, Transitional Strategy, Active Learning Strategy*
4. Examine ethical issues related to legal representation, unauthorized practice of law, confidentiality, duty of legal professional to provide legal services, etc. *Personal Development Outcome, Cultural Diversity and Social Adaptation Outcome, Transitional Strategy, Active Learning Strategy*
5. Listen to guest speakers from the legal community to learn the demands for legal assistants who possess basic knowledge of legal topics in the work world. *Personal Development Outcome, Problem Solving and Decision Making Outcome, Transitional Strategy*
6. Develop investigative skills using the Internet, library, and governmental agency resources to find relevant information. *Problem Solving and Decision Making Outcome, Information Literacy Outcome, Technological Literacy Outcome, Transitional Strategy, Active Learning Strategy, Active Learning Strategy*

*Strategies and outcomes listed after instructional processes reference Pellissippi State's goals for strengthening general education knowledge and skills, connecting coursework to experiences beyond the classroom, and encouraging students to take active and responsible roles in the educational process.

IV. Expectations for Student Performance*:

Upon successful completion of this course, the student should be able to:

1. Demonstrate a complete and thorough understanding of legal ethics. A, B, C, D
2. Prepare initial drafts of articles of incorporation. A, B, C, D
3. Prepare initial drafts of bylaws. A, B, C, D
4. Prepare initial drafts of minutes. A, B, C, D
5. Prepare initial drafts of stock subscriptions. A, B, C, D
6. Prepare initial drafts of certificates. A, B, C, D
7. Prepare initial drafts of appropriate regulatory forms. A, B, C, D
8. Prepare initial drafts of corporate reports. A, B, C, D
9. Prepare initial drafts of tax forms. A, B, C, D
10. Prepare initial drafts of dissolutions. A, B, C, D
11. Research the selection of an appropriate corporate name. A, B, C, D
12. Prepare drafts of stock or shareholders' agreements. A, B, C, D
13. Draft and file documents for all forms of partnerships. A, B, C, D
14. Analyze minutes from shareholders' and directors' meetings. A, B, C, D
15. Prepare checklists, forms, and materials to assist the firm in efficient handling of business

organizations. A, B, C, D

16. Draft general, limited, and durable powers of attorney. A, B, C, D

17. Identify and analyze issues of liability between agents, principals, independent contractors and third parties. A, B, C, D

*Letters after performance expectations reference the course objectives listed above.

V. Evaluation:

A. Testing Procedures:

Students are evaluated primarily on the basis of tests.

B. Laboratory Expectations:

N/A

C. Field Work:

Students will complete several out-of-class skills projects for inclusion in a notebook which is due at the end of the semester. These skills projects may include drafting:

Application for Registration of Assumed Business Name

Application for Reservation of Name

Certificate of Limited Partnership

Application for Registration of Foreign Limited Partnership

Application for Cancellation of Assumed Business Name

Articles of Incorporation

Bylaws; stock subscriptions; minutes; corporate reports

Tax forms

Dissolutions

Shareholders' agreements

Partnership documents

Checklists and other forms

General, limited and durable powers of attorney

D. Other Evaluation Methods:

1. Class participation, group work, and homework will also comprise the final grade for the course. The instructor will provide full details the first week of class via a syllabus supplement.
2. All tests and papers will be graded for spelling and English usage in addition to content and format.
3. Any student encountering academic difficulty during the term is strongly encouraged to meet with the instructor to discuss options and solutions

E. Grading Scale:

A 93-100

B+ 88- 92

B 83- 87

C+ 78- 82

C 73- 77

D 65- 72

F 64 and below

VI. Policies:

A. Attendance Policy:

Pellissippi State Technical Community College expects students to attend all scheduled instructional activities. As a minimum, students in all courses must be present for at least 75 percent of their scheduled classes and laboratory meetings in order to receive credit for the course. (*Pellissippi State Catalog*).

B. Academic Dishonesty:

Plagiarism, cheating and other forms of academic dishonesty are prohibited. A student guilty of academic misconduct, either directly or indirectly through participation or assistance, is immediately responsible to the instructor of the class. In addition to other possible disciplinary sanctions that may be imposed through the regular Pellissippi State procedures as a result of academic misconduct, the instructor has the authority to assign an F or a zero for the exercise or examination or to assign an F in the course.

C. Other Policies:

Late papers will not be accepted nor will make-up tests be given without specific approval of the instructor.