BUSINESS LAW FOR MANAGERS (B95.2314.91) SUMMER 2009
- Westchester
- MW 6:00pm - 9:00pm (5/18-6/29)
- W-1039

PROFESSOR KOWAL
- Office: KMC 10-87
- Office Hours: Before & After class & By Appointment
- Phone: 212-998-0053
- Fax: 212-995-4004
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COURSE DESCRIPTION
To succeed, business managers and entrepreneurs need to know how to operate in the legal environment of business. This course provides a basic understanding of legal issues that a business manager may face and opportunities to communicate about law and business. The relationship between law and business will be illustrated in class lectures, discussions and selected readings. The objective of the course is to expose students to some of the key legal dilemmas they can expect to encounter in business as entrepreneurs, managers and consultants.

COURSE MATERIALS
3. Lexis-Nexis (one of the world’s primary legal databases) Accessible through NYU’s Bobst Library on line database. Go to the NYU Home page, click on Bobst Library, click on “articles via databases”, under popular databases “click on “Lexis-Nexis” & log on using your NYU Net ID.

CLASSROOM GUIDELINES
1. Attendance: Attendance in every class is extremely important. If you must miss a class, please contact me in advance by e-mail. It is your responsibility to find out what materials were covered and obtain class handouts. Several unexcused absences may be reflected in a lower grade.

2. Class Preparation: Read all of the assigned materials prior to class and be prepared to discuss any assigned material. Since I frequently call on students during class let me know before class if something has prevented you from being adequately prepared.
3. Seating: Since class participation is important I will try to learn your names quickly.
Bring your nameplate to each class to help me learn your name. Please correct me if I mispronounce your name.

4. **Classroom Participation**: This course requires classroom participation. I am aware that some of you may be shy about speaking out in the classroom. I respect this but strongly encourage you to participate.

5. **Examinations**: The midterm and final examinations will be non-cumulative and open notes (your notes & my lecture outlines). The exams will include material covered in the textbook, handouts and class sessions. A make-up exam is possible if I am notified prior to the scheduled examination and appropriate documentation is provided. Students who may need special consideration because of disability should see me during office hours early in the semester.

6. **ETHICAL GUIDELINES: STUDENT CODE OF CONDUCT**
   All students are expected to follow the [Stern MBA Code of Conduct](http://w4.stern.nyu.edu/scorp/committee.cfm?doc_id=4797)

   A student’s responsibilities include, but are not limited to, the following:
   - A duty to acknowledge the work and efforts of others when submitting work as one’s own. Ideas, data, direct quotations, paraphrasing, creative expression, or any other incorporation of the work of others must be clearly referenced.
   - Examples of what constitutes plagiarism can be found at [http://w4.stern.nyu.edu/citl/](http://w4.stern.nyu.edu/citl/)
   - A duty to exercise the utmost integrity when preparing for and completing examinations, including an obligation to report any observed violations.

   At the professor’s discretion, student work may be submitted to [http://www.turnitin.com](http://www.turnitin.com) in order to detect instances of suspected plagiarism.

### COURSE ASSIGNMENTS & GRADING (approximately)

<table>
<thead>
<tr>
<th>ASSIGNMENTS</th>
<th>GRADE PERCENTAGE</th>
<th>FORMAT</th>
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<tbody>
<tr>
<td>Midterm</td>
<td>25%</td>
<td>Multiple choice</td>
<td>June 8</td>
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<td>Open notes</td>
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<tr>
<td>Final Exam</td>
<td>25%</td>
<td>Multiple choice</td>
<td>June 29</td>
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<td>Open notes</td>
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<td></td>
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<td>Non-cumulative</td>
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<tr>
<td>Position Paper</td>
<td>30%</td>
<td>5 page paper</td>
<td>July 6</td>
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<tr>
<td>News Report</td>
<td>20%</td>
<td>10 minute in class presentation</td>
<td>TBD</td>
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POSITION PAPER ASSIGNMENT
DUE: Monday July 6th on Blackboard

Paper Topics
Choose a legal controversy or issue that is of interest to you from one of the topics in our syllabus. Picking a substantive topic is key to writing a successful paper. SEE paper topic suggestions listed below.

Requirements
Typed & Double-spaced
Five page limit
Outside research: include at least 4 outside sources One of which should be an Original legal source (a case or a law).
Wikipedia & Prof. Kowal’s handouts & the textbook are NOT valid outside sources!!

Organization
Introduction:
Briefly describe the legal issue, topic or case that your paper concerns

Facts:
Provide background information about the legal issue, topic or case.

Analysis:
The most important part of your paper! Analyze the possible positions that could be taken regarding this legal issue.

Conclusion/Position:
State your conclusion and your personal position regarding your legal issue.

Bibliography Plus Footnotes or Endnotes:
List of all references used. If you use a web reference you will need to provide more information than just the URL or web address – you will need to provide the name of the article, author, date and where the article is located. Our textbook is full of footnotes. Use the footnote format in the textbook as a guide for proper footnoting. Also see Bobst Library citation guide quoted below.

Law Cases: If you use law cases you will need to provide the full name of the case (plaintiff & defendant), the court it was decided in (including geographic location) and the date of the court’s decision. If you are unclear about how to cite a legal case then refer to the textbook where there are many examples of how to cite a case.

Research
The "Facts" and "Analysis" sections of your paper will require some outside research. Use at least 4 new outside sources (other than the textbook). At least ONE of these
outside sources must be an **ORIGINAL** legal source, i.e. a court decision, case or statute/law. Other outside sources can be periodicals, newspapers, Internet sites but **NOT Wikipedia!!** For legal research I would recommend that you begin with Lexis.nexis (available to NYU students via Bobst Library online databases). If you have any questions please email Prof. Kowal.

**Bobst Library On Citation**

http://library.nyu.edu/tools/styleguide/index.html

“Bibliographies generally use a hanging indent format. Also, titles of books and titles of journals are always underlined. The following examples use the MLA Bibliography format.

**Books**

Author Lastname, Firstname. Title of Book. Publication City: Publisher, Year.

**one author**


**two or three authors**


**more than three authors**


**editors**


**institutional author**


**Essays and Book Chapters**

Author Lastname, Firstname. "Essay or Chapter Title." Title of Book. Editor of Book Firstname Lastname. Publication City: Publisher, Year. Page numbers of essay or chapter.

**in a book or anthology**


**Articles**


**scholarly journal**


**popular journal**

newspaper

encyclopedia

Full-Text Articles in Databases
* If the article is in PDF format, you can cite it as you would an article found in a print journal-- the above citation directions are for articles found in full-text through a database, in HTML format.

scholarly journal

popular journal

newspaper

Electronic Citations
Author Lastname, Firstname. Document Title. Source Title, Volume. Issue (if appropriate). Date of Internet Publication. Name of Institution or Organization Sponsoring the Website (if appropriate). Date of Access. .

professional web site

scholarly project

Government Documents
Government Department or Commission, Office. Title of Report. Editor of Report. Place of Publication: Publisher, Year.
Citing Within the Paper
Please note that when using footnotes or parenthetical citations, you still need to include a "bibliography" or a "works cited" section at the end of your paper.

Footnotes
Just as for a bibliography, different style guides require footnotes to be formatted in different ways. You should consult the most recent guide for your discipline for details.
Example: Using the MLA style to cite a reference with a footnote, insert a number at the place where you want to acknowledge another author's words, facts, or ideas. Then, at the
bottom of the page, repeat the number and follow it with the citation information. For example:1 (see below).

Footnote numbers should start with 1, and follow sequentially. If you cite a source a second time, you do not need to include the full citation, just the author's name and page number. 2 (see below).

The footnote style is basically the same as for bibliographies, except that:

- The author's name is not inverted
- Include the page number you are citing
- Book Publication information is in parentheses
- Footnotes do not use a hanging indent - indent the first line only.

2Coren 143.

LEGAL CITATIONS

How to Cite Judicial Opinions


Czapinski v. St. Francis Hosp., Inc., 2000 WI 80, 236 Wis. 2d 316, 613 N.W.2d 120.

Constitution Citations

U.S. Const. art. III, § 2, cl. 2.
U.S. Const. amend. XIII, § 2.
N.Y. Const. art. I, § 9, cl. 2.

Statute Citations

42 .S.C. § 405(a) (2000).

Electronic Sources


Paper Topic Ideas

Employment Law

1. Drug testing laws
2. Sexual orientation discrimination: Employment Non-Discrimination Act (ENDA)
3. Americans with Disability Act:
Undue hardship/reasonable accommodation. See Lyons v. Legal Aid Society, 68 F.3d 1512 (2d. Cir. 1995); Myers v. Hose, 50 F.3d 278 (4th Cir. 1995); PGA Tour, Inc. v. Martin, 531 U.S. 1049 (2001)

Torts
1. Tort Reform & Frivolous Lawsuits
2. Duty to Rescue & Good Samaritan Statutes
3. Dram Shop Acts & Social Host Liability (drinking in bars and at parties)
4. Misappropriation of Person’s Likeness for Commercial Use:
See Midler v. Ford Motor, 849 F.2d 460 (9th Cir.1988); White v. Samsung Electronics America, Inc., 971 F.2d 1395 (9th Cir.1992).
5. Online Defamation & Internet Service Providers: Communications Decency Act of 1996.
See Carafano v. Metrosplash.com, Inc. 339 F.3d 1119 (9th Cir. 2003) (online dating service & identity theft)
6. SPAM & Trespass to Personal Property
7. Right to Privacy:
See Nussenzweig v. DiCorcia 814 NYS2d 891.

Product Liability
1. Punitive Damages:
Philip Morris USA v. Williams (US Supreme Court case 2/20/07); BMW v. Gore 517 US 559 (1996); State Farm Mutual Auto Insurance Co. v. Campbell 538 US 408 (1992);
Exxon Shipping v. Grant Baker, No. 07-219 US Supreme Court 2008
2. Second-hand smoking
3. Design defects.
4. Product misuse.
5. FDA/Federal Preemption
Levine v. Wyeth, 944A.2d 179 (Vt. 2006), Riegel v. Meditronic, 169 L.Ed. 2d 892 (US Supreme Court 2008)

Intellectual Property
1. Copyright
You-Tube v. Viacom
2. Copyright
MGM Studios v. Grokster, 545 U.S. 913
3. Copyright
Author’s Guild v. Google (NY 2005)
Blockbuster v. Netflix; In re Bilski (Federal Circuit 2008)
5. Patent
Microsoft/AT&T patent case (US Supreme Court February 2007)
6. Patent: Medical Devices
KSR International v. Teleflex (2007)
7. Patent
Minerva Industries v. Apple, Inc. (Texas 2008)
8. Trademark: Counterfeit Goods
Tiffany v. eBay; LVMH v. eBay
9. Trademark
Apple Corps v. Apple Computer
10. Trademark
Starbucks & Asian Knockoffs (Shanghai)
11. Trademark
Elvis Presley Enterprises v. Capece, 141 F.3d 188 (5th Cir. 1998); A&H Sportswear v. Victoria’s Secret stores, 166 F.3d 197 (3d Cir. 1999)

Criminal Law
1. Search & Seizure
2. Legalization of Marijuana: Medicinal Use
Gonzales v. Raich, 545 US 1 (2005)

NEWS REPORT ASSIGNMENT
Students will present 10-minute news reports on current legal events that are relevant to the course. Students may use any media they wish to present, i.e. Power point, handouts, video clips, etc. Sign ups for the news reports will be on the first day of class. You will be working with a student from the class. You may choose who you wish to work with.

News Report Requirements
1. Choose a current business law event and present it to the class.
2. 10 minute classroom presentation
3. Include in your presentation how your topic is relevant to our study of law & business
4. Elicit participation from the class.

COURSE SCHEDULE
The schedule set forth below is subject to change as the need arises. All changes will be announced in class & on Blackboard. If you miss a lecture it is your responsibility to find out about any announced changes. All chapters are in the Managers and the Legal Environment textbook.

<table>
<thead>
<tr>
<th>Courts with Integrity &amp; Individual Rights</th>
<th>Chapter 3</th>
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<tbody>
<tr>
<td>Courts, Sources of Law and Litigation</td>
<td>Cases 3.1, 3.2 &amp; 3.4</td>
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<tr>
<td>Constitutional Bases for Business Regulation</td>
<td>Chapter 4</td>
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<tr>
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<td>Cases 4.1, 4.2, 4.3 &amp; 4.4</td>
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<tr>
<th>Date</th>
<th>Topic</th>
<th>Chapters/Subjects</th>
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| May 20 | Contracts                          | Chapter 7
Cases 7.1, 7.2, 7.4, 7.5 & Penzoil pp.242-47
Chapter 8: only read pp. 251-52, 257-61, 264, 273-75 & Case 8.5 |
| May 25 | NO CLASS MEMORIAL DAY             |                                                                                  |
| May 27 | Contracts                          | Chapter 7 & 8 (cont’d)                                                           |
| June 1 | The Employment Agreement & Employment Discrimination | Chapter 12 & 13
Cases 12.1, 12.3, 12.4
Omit pp. 454-458 |
| June 3 | Torts                              | Chapter 9
Cases 9.3, 9.5
Chapter 10
Cases 10.2, 10.3, 10.4, 10.5 |
| June 8 | MIDTERM EXAM                       |                                                                                  |
| **Business Rights & Fiduciary Duty** |                                    |                                                                                  |
| June 10 | Agency                             | Chapter 5
Cases 5.1, 5.4, 5.5, 5.6, 9.4
Chapter 11
Cases 11.1, 11.2, 11.3 |
| June 10 | Intellectual Property              |                                                                                  |
| June 15 | Forms of Business Directors, Officers & Controlling Shareholders | Chapter 20
Cases 20.2, 20.3, 20.4
Chapter 21
| June 17 | Forms of Business Directors, Officers & Controlling Shareholders | Chapter 19
Chapter 20
Omit pp. 758-776 |
| June 22 | Securities Fraud & Insider Trading Criminal Law | Chapter 23
Cases 23.1, 23.2, 23.6, 23.7
Chapter 14
Case 15.1 |
| **Financial Transactions**          |                                    |                                                                                  |
| June 24 | Debtor-Creditor Relations & Bankruptcy | Chapter 24 |
| June 29 | FINAL EXAM                         |                                                                                  |