Sample
New York University Stern School of Business
Syllabus, Course Requirements, and Grading Criteria

Business Law for Managers (Saturday section)
Fall 2012

Professor Richard Hendler

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(I invite you to contact me to arrange other times to speak if these hours aren’t convenient for you.)

Email: rhendler@stern.nyu.edu or rhendler@gmail.com

Course Objective: Why are you here?

To paraphrase a famous French philosopher, “Scarcely any political (business or societal) question arises in the world today that is not resolved, sooner or later, into a judicial question.” This course will explore the relationship and conflict that exists between law, business, and society. Some of the topics that will be discussed are: legislative history and power, development of law through examination of federal and state laws and cases, contractual obligations, torts, intellectual property, business forms, and other current legal issues. Here are just a few examples of the types of issues we shall explore:

- If you accidentally pass through someone’s property, are you liable for trespass?
- If a TV commercial suggests that a product is for sale, is it a fixed offer of sale?
- Can your employment contract prevent you from working for a competitor?
- Can you be sued for misconduct whilst operating as an employee of a firm?
- Is a parody of a celebrity acceptable, or is it trademark infringement?
- Did Bill Gates and Steve Jobs break the law in order to achieve their success?

1 This syllabus is a guide, not a contract, and was co-authored with students. It may be revised in the best interests of the class, and you will be notified promptly of any revisions. Let me know immediately if you don’t understand any of the “terms and conditions” contained in this syllabus or what is expected of you.
- Can you sue a building contractor if he accidentally damages your property?
- Can a shareholder ever be liable for the conduct of a corporation?
- And if you are hurt in an accident, can you recover just medical expenses or can you also claim punitive damages, and who is ultimately liable?

By the end of this course, you should have a better understanding of how to identify, approach, and critically and analytically think about the interface between law, business, and society.

**Course Basics: Class Material and Groups**

This course uses a variety of teaching methods and materials. Classes will consist of lectures, discussions, in-class group exercises, and video presentations. Fundamental concepts are contained in the assigned readings and are subsequently illustrated, explored, and analyzed by cases and additional readings. Given that we are learning and will be working in a “business setting,” the “Socratic method” of teaching will be practiced; that is, students will be called upon to answer questions and to explain concepts. This class is intended to involve group discussions and various exercises, so preparation and classroom participation will be important to the success of our class.

Projects and examinations may be done individually or in groups of at most five students. It is up to you; you make the decisions.

**Required Texts and Materials**

*Managers and the Legal Environment* (Constance Bagley and Diane Savage, Thomson West 7th Edition). In addition, supplementary readings are posted on Blackboard, and other materials may be distributed by email throughout our time together. By the way, a copy of the textbook is on reserve at Bobst Library.

**Class Meetings and Preparation**

You are expected to attend each class, arrive on time, read each session’s previously assigned readings carefully, and be prepared to discuss the readings in detail, including the cases within each chapter. Each person will be expected to be prepared for and to contribute to each and every class discussion. Keeping up with all materials will allow you and your classmates to get the most possible out of this course. To ensure this, students will be called on randomly. Points will be deducted from your final grade for lack of preparation, coming late to class, and/or absences that are not excused in advance of class. Any student who will not be prepared or will be coming late to or not be attending class is expected to notify me by email before 8:00 p.m. on the day before class explaining why.

**Extra Points**

You will be given some individual and some group extra points to be used on your midterm and final exams throughout the semester based on your and your classmates’ performance in classroom trials, homework assignments, understanding of assigned readings, in-class presentations, external research, and other criteria as announced in class. On the other hand, points can also be deducted in
any of these areas. It is mandatory to maintain an accurate ledger of all extra points. Throughout the semester, you will be asked to upload it onto Blackboard or your point total, a breakdown of each point earned or deducted, reasons for the points (+ or -), and the exact day the points were credited or debited. However, please don’t let the desire for points dominate the class and your actions in it – it is meant to instill a sense of fun while pushing you to become involved, read, and think effectively.

**Grading Criteria and Weighting**

- **Participation / Assignments / Class Court:** 15%
- **One Project:** 30% (choose either Initiative Paper or Mini-Analysis of Film)
- **Midterm Exam 1 (optional):** 15%
- **Midterm Exam 2 (optional):** 15%
- **Final Exam:** 25% or 40% or 55% (based on midterms accepted)

**Examinations:** The three (3) examinations – the final and two midterms – will be open-book, open-note exams. Open-book and open-note mean that you may bring into the examination only your textbook, other distributed materials that are in connection with this course (such as capsules), your class notes, and any other outlines created on your own or by your group. **Again, exams may be taken individually or in groups of up to five (5) people, and I would encourage you to take the exams together as it facilitates the learning process.**

The exams will cover material in the assigned readings, as well as class lectures, discussions, homework, and exercises. They will be a combination of multiple choice, fill-in, true or false questions, and short answers and essays. The midterm examinations will be taken online through Blackboard. While the Internet and computer is necessary to take the exams, the use of the Internet during the exam to find definitions, answers, or examples from questions constitutes cheating. The discovery of this activity will fall under the Stern Code of Conduct (discussed below).

If you have a qualified disability and will require academic accommodation during this course, please contact the Moses Center for Students with Disabilities (CSD) and provide me with a letter from the Center verifying your registration and outlining the recommended accommodations. (Those registered with the CSD should have their coordinator’s phone number already.) Please do this early in the semester so that arrangements can be made to accommodate your needs (see www.nyu.edu/csd for more information).

The first two [so-called] “midterm” exams are optional and non-cumulative, and if you take the exam, you may select to receive credit (15% each) or no credit for one or both, after you see your grade. These exams will be available online; you will be provided with a link to take the exams and given up to 2 or 3 hours to complete the exam from the time you log in. Online exams must be submitted within allocated testing time and by the deadline in order to be considered.

I grade all exams and papers “blind,” so put only your N-number, not your name, on any submission. Just like in real life, there is not always a clear-cut right and wrong answer. With this in

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*Professor Hendler – Business Law for Managers – Fall 2012 (Saturdays)*

3
mind, exam answers are not open to debate, but explanations for why the correct answer is “most correct” can be discussed outside of class.

Participation: Don’t forget that class participation is also a part of the grade.

Deliverables: All write-ups, assignments, and projects must be posted onto Blackboard, and you must maintain a copy of your deliverable until your final grade in the class is posted on Albert. For a full description of the deliverables, please see last section of the syllabus.

Policy on Academic Dishonesty

Academic dishonesty could consist of copying another’s work and submitting it as one’s own, failing to attribute credit to a reference source, or copying from another during an exam. Academic dishonesty undermines the school’s student code of conduct and is unfair to other students. Instances of academic dishonesty will be referred to the Stern School Discipline Committee. All of you are expected to read the code, which is available at http://w4.stern.nyu.edu/emplibrary/Code of Conduct rev.pdf

Schedule of Classes and Reading Assignments

The schedule outlined in the next page is subject to change as the need arises, and it probably will change. All changes will be announced in class or by email. If you miss a lecture, it is your responsibility to learn of any announced changes and the material from your classmates. Readings should be completed in advance of the class session for which they are indicated. I also recommend that you review those readings again after class for reinforcement.

Any video or audio recordings of the class will count as a breach of the Code of Conduct. Explanations for this stance can be discussed outside of class.

[see next page]

<table>
<thead>
<tr>
<th>Week #</th>
<th>Class Topic</th>
<th>Reading Assignments Due Dates</th>
<th>Trial, HW Assignment, and Project Due Dates</th>
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<tbody>
<tr>
<td>WEEK 1: (9/22)</td>
<td>Introduction, Federal and State Courts</td>
<td><em>Managers and the Legal Environment</em> Chapter 3</td>
<td>Start creating lifelong friendships and memories.</td>
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<td><em>Managers and the Legal Environment</em> Chapter 7</td>
<td><em>Trial 1</em>: Plaintiff and Defendants argue the Pepsi Trial</td>
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<td>WEEK 2: (9/29)</td>
<td>Contract Law, Pepsi Trial</td>
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<td><em>Trial 1</em>: Plaintiff and Defendants debate Pepsi</td>
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<td>Intentional Torts, Product Liability, Criminal Law, <em>Intersection</em> Trial</td>
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Assignment 1 (optional): Describe visit to courthouse and courtroom.

Assignment 2: Judicial Opinion on Pepsi Trial

Assignment 3: Is a contract enforceable (sufficient consideration) when one party agrees not to sue?

Assignment 1 (optional): Will be posted on Friday, and you’ll have almost two weeks.

Assignment 2: Will be posted on Friday, and you’ll have almost two weeks.

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<tr>
<th>WEEK 9: (11/10)</th>
<th>/ Intellectual Property</th>
<th>Federal Statutes; <em>Managers and the Legal Environment</em>: Chapter 11</th>
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<tr>
<td>Intellectual Property: Barbie and Barney Trials</td>
<td>Trial 3: Preparation required. Plaintiff and Defendants debate Barbie, Barney, and Lamebook Trials. <strong>Midterm 2 (optional)</strong>: Will be posted on Sunday, and you'll have almost three weeks.</td>
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| WEEK 9: (11/17) | Intellectual Property: Trial, Adidas, Yellow Tail, Miller Lite, MilkMade | **Trial 4**: Preparation required. Plaintiffs and Defendants prosecute trials. |

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<tr>
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<tr>
<td>WEEK 10: (12/1)</td>
<td>Employment Agreement</td>
<td>Read the “Employment Agreement” and Chapter 12; Watch the film <em>Pirates of Silicon Valley</em> or <em>Social Network</em></td>
<td>Project: List of legal issues in <em>Pirates in the Silicon Valley</em> or <em>Social Network</em> is due. In-Class Project on Employment Agreement</td>
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<td>Forms of Business Entities / Entrepreneurship</td>
<td><em>Managers and the Legal Environment</em>: Chapters 20 and 21</td>
<td><strong>Midterm 2 (optional)</strong>: Exam period ends on December 21 (by 6 p.m.).</td>
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<td>WEEK 11: (12/8)</td>
<td>Review of Fiduciary Duties</td>
<td>Watch the other film -- <em>Pirates of Silicon Valley</em> or <em>Social Network</em></td>
<td><strong>Trial 5</strong>: Merger Simulation: Acquirer v. Target regarding dealings and Federal Agencies</td>
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<td>Raising Capital and Its Regulation</td>
<td><em>Managers and the Legal Environment</em>: Chapters 22 and 23</td>
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<td>“Overflow”</td>
<td><strong>One of two Projects is due</strong>: Legal Research Paper or Analysis on the films is due by 11:55 p.m.</td>
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<td>“Almost All You Need to Know”</td>
<td><strong>Passing the Baton</strong>: Be Prepared.</td>
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<td>WEEK 12: (12/15)</td>
<td>Operating Agreement/ Review of movies.</td>
<td><strong>Final Exam will be posted on Stern Links after class and be open until 11:55 p.m. on December 21.</strong></td>
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Note Taking and Outlines

You do not need to memorize cases and statutes (or anything else, for that matter). Just have the relevant legal doctrines and provisions at your fingertips in class to be able to apply them in class and in your life. Regarding note taking, I suggest starting with the capsule summaries posted on BB and then annotating them after each class discussion and reading the chapters. Allow me to say again: annotating the capsule summaries would be a very good idea. Finally, law has developed its own phrases; you must be conversant with them (we will cover most of them in class).

Group and/or Individual Work

Examinations, projects, homework assignments (but not the Pepsi Assignment) may be done individually or in groups of up to five (5), provided each member fully participates in our journey of learning law, and in a group situation, the depth of the assignment must be greater than that of one individual's work product. Expansion of this number (5) cannot be discussed.

CLASS COURT: TRIALS AND EXPECTATIONS

Throughout the semester, I will hold in-classroom trials where students can either gain or lose extra points on their examinations. At least one class in advance, I will randomly assign students as plaintiffs, defendants, jurors, and judges for a particular trial. The number of trials each student is assigned will be evenly distributed. I expect that assigned parties thoroughly research their respective cases in the following ways

- Readings in the textbook
- Legal cases found on LexisNexis (NYU Home ➔ Research) or Google Scholar
- Newspaper articles and professional journals
- Other relevant material
- The Internet

To learn how to research using LexisNexis, go to the following Internet search tutorials on “how to use LexisNexis.”

http://www4.nau.edu/library/reference/LexisNexisAcademic.htm#Materials


Google Scholar is a newer, more streamlined search engine for cases and may serve you better depending on the assignment.
The format of the trials may vary, but generally, the plaintiffs will present their arguments first, then the defendants will present their counterarguments. After the jury or judge hears both arguments, they will (but not always) determine the winning party.

For most trials, your classmates will be jurors, or a guest, a student, or I will act as the judge. Judges or I may always ask questions to either party (i.e., plaintiff or defendant). We can also randomly call up any member of the plaintiff or defendant party to discuss any topic at any time. Be very prepared as any question regarding something related to the case is fair game here.

Remember the trials in the syllabus are subject to change.

**ASSIGNMENT # 1: COURTROOM VISIT (optional)**

This assignment is not required. In less than one page, describe your visit to the courthouse. Submit write-ups onto Blackboard.

There are courthouses all throughout the city, so a little research may help you in finding the courthouse most convenient for you. Also, see the first announcement to the class, delivered by email, for court addresses.

Due date: See schedule.

**ASSIGNMENT # 2: JUDICIAL OPINION ON PEPSI TRIAL**

After listening to the Pepsi trial, prepare a judicial opinion for publication based on your knowledge of the law from the readings and the facts and arguments presented during the trial. Write your own opinion using the facts in the case and the law supplied to you in the readings and during the trial. Your opinion should be double-spaced and typed. You should state the issue(s) and the applicable rules of law and incorporate plenty of reasoning, essentially supporting and explaining your result. You may use as authority any cases and statutes.

- For those parties prosecuting or defending the case, you may prepare a memorandum of law for the judge supporting your position instead of a judicial opinion. Apply the same guidelines as indicated above.

Due date: See schedule.

**ASSIGNMENT # 3: THE LEGAL MEMORANDUM (INSIDER-WIGAND CASE)**

From a perspective of an objective advocate, write a memorandum that analyzes at least one of the four scenarios observed in the Insider clip, which scenarios are indicated below. Your goals in

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*Professor Hendler – Business Law for Managers – Fall 2012 (Saturdays)*

8
writing a memo are to understand the facts, to research and understand the relevant law, and to understand that law’s application to the facts at hand. Your memorandum should follow this format: Facts, Issue(s), Discussion, and Conclusion. Your final objective is to be able to explain what you have concluded to a fifth grader.

1. Could the defense of duress be used successfully to avoid the supplemental contract because Wigand signed as a result of B&W’s attorney's threat of a civil lawsuit and to take away his severance benefits?

2. Assume no duress: Is there consideration in the supplemental contract to enforce the contract between Wigand and B&W?

3. Is there bad faith on the part of either Wigand if he doesn't sign or B&W when attempting to revoke?

4. Is a contract enforceable (i.e., is there consideration) when one party (in good faith or in bad faith) agrees not to initiate litigation (or not to sue) against the other party for an alleged breach of an existing contract between the parties?

Due date: See schedule.

PROJECT # 1: INITIATIVE PAPER (either complete this or project #2)

You will be expected to conduct original research during the course and create an initiative paper. The purpose of the paper is to apply the concepts, legal standards, and remedies we are exploring in class to a specific topic of interest to you. Your plan must be chosen and approved before October 22. You may work individually or in collaboration with others on this project, but in the latter case the scope, depth, or other dimensions of your projects must be increased accordingly.

Your in-depth initiative should address: legal and business problem(s) (situation and background); recommendation (strategy/course of action/implementation); difficulties; and rationale (identify/explanation/why). To help generate initiatives, the following is a suggested list of areas and topics: corporate governance; employment issues; non-competes; privacy; decency regulation; copyright, trademark, and other intellectual property issues; cyberlaw (patent wars); shrink wrap licenses; online services liability; protection of databases; regulation of technology; product liability; trade secrets; trade marking; Sarbanes-Oxley compliance; purchases and sales in the international arena; securities; directors/officers; environmental law; and e-commerce sites. If you are completely dry on a topic, the best way to come up with one is first to browse periodicals and articles and then to talk with me and your teaching assistants.

Once you have decided on a topic for your paper, use LexisNexis, Google Scholar, or the Internet to conduct research to get sources of law (including statutes and cases) and secondary sources (journals). In the end, try to write your paper (10 pages in length, double spaced, one inch margins, and 12 point type) to influence the decision maker. Decision makers could be legislative bodies, government officials, or boards of non-governmental organizations. The precise form of the paper

Professor Hendler – Business Law for Managers – Fall 2012 (Saturdays)
may vary enormously depending on the context, but it must contain a clearly enunciated thesis followed by facts, doctrines, and/or laws supporting the thesis.

The paper may discuss counterarguments and should avoid dogmatic, unsupported statements. The paper should avoid the passive voice as much as possible. You must attach a one page appendix, containing a statute, case law, treaty provision, or other information that assisted you.

Due date: See schedule.

**PROJECT # 2: STRATEGIC MINI-ANALYSIS OF “PIRATES OF SILICON VALLEY” or “SOCIAL NETWORK” (either complete this or project #1)**

Watch the film *Pirates of Silicon Valley* or *Social Network*. First, you must submit a list of legal issues. (Examples of issues are Steve Jobs raising money/capital; Jobs committing battery in the workplace; Microsoft selling an operating system to IBM without having one.) The list should contain as many issues you can find.

On or before the due date, you must then analyze a number of legal issues by explaining the relevance of them in business and society, then supporting your analysis with a description of a real case and your opinion of how that case fits in with the movie. An individual assignment must contain at least ten (10) issues, and group work must contain ten (10) issues plus four (4) additional ones for each group member (e.g., group of 4 must work on at least 22 issues).

The full movie of *Pirates of Silicon Valley* (or at least 96 minutes of it) is available at Bobst, online on Youtube, or at [http://video.google.com/videoplay?docid=1552555273778978142&q=pirates+of+silicon+valley&eji=CcNSK67DoS4rgKNnsG8BA](http://video.google.com/videoplay?docid=1552555273778978142&q=pirates+of+silicon+valley&eji=CcNSK67DoS4rgKNnsG8BA)

A search at Veoh.com and downloading their online video player is also another way to find that film.

*Social Network* is available at Netflix.

Due Date: See schedule.

**MIDTERM # 1 (optional)**

The first midterm will be available online beginning around the sixth week of classes, and you will be given a week to take the exam. In general, I will email you a link to the exam. The first midterm will consist of multiple choice questions, yes/no questions, and short responses. You will be given up to 2 to 3 hours to complete the exam from the time you log in.

It will cover chapters 3, 4, 7, and 8 in the textbook, and all material covered in class lectures, discussions, and assignments.
*Note: Online exams must be submitted within allocated testing time and by the deadline to be considered.

Due date: See schedule.

**MIDTERM # 2 (optional)**

The second midterm will also consist of multiple choice questions, yes/no or true/false questions, and/or short responses. You will be given up to 2 to 3 hours to complete the exam from the time you log in. It will cover Chapters 5, 9, and 10, and maybe a little of Chapter 11.

*Note: Online exams must be submitted within allocated testing time and by the deadline to be considered.

Due date: See schedule.

**FINAL EXAM**

The exam will be cumulative, and together, we will select the breakdown of topics and allocate percentages within each topic. See the Stern Final Exam Schedule for the day and time. Exam will be given online, using Blackboard.

*Remember to search and find passion in your life!!*