

## Dillard College of Business Administration

### Syllabus: Commercial Law

LSBA 3243 101

#### Fall Semester 2021

Monday and Wednesday, 8:00 am to 9:20 am

Dillard Building 121

#### Contact Information

Instructor: Kristopher R. Tilker, Professor of Legal Studies

Office: DB 294

Office hours: 30 minutes before and after class, Monday 10-11, and by appointment.

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#### Course Materials

**Business Law** by Clarkson, Miller, and Cross, 15<sup>th</sup> edition, Cengage Learning, ISBN 978-0357-12963-0. Handouts are provided by professor. (Do not use previous editions of textbook or handouts.) A webcam for monitoring tests if Covid-19 restrictions require online testing.

#### Course Description

Agency; property; wills and trusts; and Uniform Commercial Code Article 2 (sales), Article 3 (commercial Paper), and Article 4 (banking).

#### Course Prerequisites

POLS 1333 and POLS 1433 plus junior standing.

#### Learning Goals

Social order is essential to successful commerce. As one of the primary means for maintaining social order, legal principles and processes facilitate the creation and operation of markets by providing necessary assurance to investors, sellers, buyers, employees, and others that their reasonable commercial expectations will be realized. While serving this positive function, however, law simultaneously operates as the most pervasive external constraint on business decision-making. Students should study commercial law for the same reasons that they study other core subjects in which they do not intend to specialize. They must be able to identify issues pertaining to the particular discipline; recognize potential problems before they become actualized and costly; know when to consult an expert; understand the language, practices, and methods of reasoning and problem-solving in the discipline so that an expert can be used effectively and efficiently; and have sufficient insight into the discipline so that the service and advice of an expert can be knowledgeably evaluated and incorporated into the firm's decision-making processes.

In educating business students about specific laws affecting commercial transactions, the following are course objectives:

- To improve student's ability to find and apply law to commercial business disputes.
- To understand the processes of business dispute resolution in the American judicial system and application of law to commercial transactions.
- To be equipped as a businessperson or manager to recognize legal issues and manage legal risks in business decision-making by having a general understanding of the substantive areas of law that affect commercial transactions on a daily basis: agency, sales, commercial paper, property, and wills and trusts.
- To have improved skills in analyzing problems and arriving at well-reasoned explanations.
- To have improved oral communication and presentation skills.

## **Course Policies**

### **Attendance Policy:**

Students are expected to attend all class meetings for this course, following the university attendance policy. See *Midwestern State University Undergraduate Catalog 2020-2021*. This catalog is electronic only. It may be found on the MSU website using the Registrar button and then the University Catalogs button. University attendance policy is then found under "Registrar." Attendance is deemed essential for this class. You should always contact one of your classmates when you are absent. If you miss the concert, don't expect the band to give you a private performance. Notwithstanding anything herein contained to the contrary, any student without prior approval who misses three (3) consecutive classes or two consecutive quizzes will be dropped from this class.

### **Zoom Attendance:**

MSU is serious about Covid-19 safety and maintaining in-person attendance in regularly scheduled face-to-face classes. Following MSU's Covid-19 policy and procedure is your responsibility. Important information is available on the MSU Covid-19 information page.

All students are allowed to attend two (2) classes by Zoom without prior permission if the class is being presented by Zoom. Additionally, if the class is being presented by Zoom, Zoom attendance is allowed under 5 conditions: when you have a Disability Support Services approved accommodation; or a Dean of Students approved accommodation, or when you are required to quarantine due to Covid-19; or when you have permission from your professor because you have documented a non-DSS approved situation; or by notifying your professor you have become ill within 24 hours before class time.

## **Other Related Policies**

### **Class Participation:**

It is important for you to read all assigned text materials and to do a written brief on all assigned law cases. Classroom time will be spent reinforcing, clarifying, and analyzing the basic material and applying material to different fact situations. Knowing rules of law has little value if you cannot apply them to solving problems.

Assignments: Will be made at the end of every class. There will be a significant amount of reading. I optimistically expect that all assignments will be read on time by all students. I cannot emphasize enough how important it is to come to class well-prepared. I strongly recommend that you apply this standard rule-of-thumb: expect to spend a minimum of two hours out-of-class study hours for each hour of class time. Business and industry expect to hire college graduates who are self-reliant, have good communication skills, and display good critical-thinking skills. Being prepared for class teaches you self-reliance. Preparing case briefs and explaining cases help your communication skills. My use of the Socratic Method enhances your critical-thinking skills.

#### Testing Policy:

Each student is responsible on every quiz and exam for material covered in class and for reading that is assigned outside of class. This includes all textbook material and all lecture material unless the instructor specifically excludes particular items. Subject matter on previous quizzes may be tested on all scheduled quizzes. You must take both the midterm exam and the final exam at the date and time announced in class. Failure to do so will result in zero credit for the missed exam. Any deviation from this policy because of illness or emergency should be approved in advance and properly documented. Also, any information in this syllabus is considered as part of classroom notes and may be tested. Students who are absent on a quiz day will not be able to take the quiz at another time. The point value of the missed quiz will be added to the value of the comprehensive exam.

#### Midwestern State University Student Handbook:

Questions not specifically addressed by this syllabus are governed by the most current student handbook and the MSU Catalog. Make sure you know how to access these on the MSU website and are familiar with all the procedures therein. Pay close attention to the Code of Student Conduct section in the handbook and the Student Honor Creed. The MSU catalog is found using the Registrar button on the main page of the MSU website. The Student Handbook and the Student Honor Creed are found using the Student Life button on the main page of the MSU website. Do not hesitate to ask if you need help accessing the Student Handbook, Student Honor Creed, or University Catalogs.

#### Medical or Other Serious Problems:

Please take time and make the effort to advise your instructor if you have difficulties that require his attention in order to properly evaluate your classroom participation and activities.

#### Student Responsibility:

The first obligation, particularly operative the first day of class, is to read and understand the content of this syllabus. The second obligation is to be devoted to learning the material assigned. College is supposed to be a demanding and, at times, an uncomfortable experience. College is where a student leaves behind the rote learning of high school and accepts the anxiety, discomfort, and challenge of complexity that leads to the acquisition of deeper knowledge and improved critical-thinking skills. You should expect me to spur your achievement rather than inflate your self-esteem. You will not pass this class if you expect to exchange oxygen for carbon dioxide for 15 weeks. I do not give grades; you earn grades. Grades are based on performance on scheduled assessments, not on how deserving you may feel because of external hardships. Extra credit is not available to correct poor performance on tests and assignments. An outstanding student who attends an excellent college is an outstanding student. Likewise, an unengaged student attending an excellent college is still an unengaged student. Your priorities are 100% your responsibility. There is ample time to be a serious student, enjoy extracurricular activities, and work part-time. However, organizing your study time should be your highest priority. Cal Newport has written two superior books about this topic: 1. [How to Become a Straight A Student](#) and 2. [Deep Work](#).

### Campus Carry Rules and Policies.

You are required to comply with the laws of the state of Texas as recently amended by the Texas legislature. For more information regarding campus carry refer to the University's webpage at [Campus Carry Rules and Policies -http://mwsu.edu/campus-carry/rules-policies](http://mwsu.edu/campus-carry/rules-policies).

### Students with Disabilities:

When notified by a student who has documented a disability with the MSU Counseling and Disability Services Office, I will comply with all federal, state, and university regulations to accommodate the student. See *Midwestern State University Undergraduate Catalog 2020-2021*.

### Food and Drink Policy:

Food and drinks, other than bottled water with a secure lid, are NOT permitted in the classrooms.

### Use of Electronic Devices:

Use of cellphones is prohibited with two exceptions. You may review cellphone texts in class if required by your employer or if you are responsible for a minor who is in childcare or elementary school. Please advise your instructor by email, by the second class period, why this exception applies to you. **This exemption does NOT apply when exams or quizzes are being administered or reviewed. Sending texts or emails in the classroom is prohibited.** See Lower Grade (G) below. If you need to send a text or make a phone call, you may leave the class to do so. You are also expected not to return to the class for the remainder of that period. You cannot truly listen to anyone and do anything else at the same time.

### Grade Postings:

Quiz and exam grades will be posted on D2L. You are expected to keep records of your grades and to be able to audit grades when posted. Additionally, you are expected to keep records of your grades and provide your grades to your instructor in the event of a D2L technology failure.

### Exam Policy:

It is agreed and understood by you that the policy for **ALL** quizzes and exams in this class is as follows: (1) you will comply with the MSU Student Honor Creed, and (2) the questions and answers on **ALL** quizzes and exams are deemed confidential and will **NOT** be copied, disseminated, spread, circulated, shared, or publicized. Exam policy violations are grounds for being dropped from this class with an F and referral to the Dean of Students for disciplinary action, which may result in expulsion from Midwestern State University. The midterm and final will be taken in the classroom under the supervision of an exam proctor unless a student has prior written approval from your professor to take the exam outside the classroom.

### Lower Grade:

I reserve the right to lower any student's final grade two letter grades (i.e., A to C, C to F) for:

- A. Unpreparedness in class, or,
- B. A negative, rude, unreasonably argumentative, or inattentive attitude in class, or,
- C. Repeatedly disrupting the class for any reason, or,

- D. Failure to use Zoom (if approved) during classroom lecture with a continual livestream picture of your entire face and with you dressed the same as if you were attending class on campus, or,
- E. Repeatedly leaving and returning to your seat during class, or,
- F. Not showing respect for fellow classmates' questions, opinions, or,
- G. Violation of use of electronic devices or food and drink policies listed above, or,
- H. Repeated tardiness to class, or,
- I. Violation of quiz or exam rules and procedures, or,
- J. Failure to strictly adhere to MSU classroom Covid-19 guidelines, or,
- K. Violation of the Zoom attendance policy in this syllabus.

**Grading Scale:**

Grades will be determined on the following percentage scale, with no rounding up or down:

86 - 100 = A

80 - 85 = B

70 - 79 = C

65 - 69 = D

64 and Below = F

**Academic Integrity:** With regard to academic honesty, students are referred to the Student Honor Creed of the Midwestern State University Undergraduate Catalog 2020-2021. This catalog is electronic only. It may be found on the MSU website using the Registrar button, then the University Catalogs button, and then the Student Life button. Violation of any of the guidelines in the MSU Student Honor Creed is an academic integrity violation. In short, cheating, collusion, and plagiarism will not be tolerated. The term "cheating" generally means representing someone else's work as your own and includes, but is not limited to:

1. Failing to report to your professor any suspicion of cheating on exams.
2. Acting with intent to promote or assist cheating, including soliciting, encouraging, directing, or aiding attempts by fellow students to cheat before, during, or after an exam.
3. Soliciting information about exam questions from students who have taken a test.
4. Intentionally or negligently aiding someone taking an exam or quiz.
5. Looking or glancing at another student's exam while the exam is being taken.
6. Soliciting answers from a fellow student during an exam or quiz.
7. Using a cellphone or any electronic device as an aid to find answers while taking a test.
8. Using any device to record a test, including eyeglasses, cellphones, watches, and calculators.
9. Acquiring an exam or quiz or other academic testing material without the express permission of the professor who authored the exam.
10. Copying, disseminating, spreading, circulating, sharing, or publicizing any questions on an exam given for credit.
11. Violation of exam rules and procedures.
12. Violation of MSU Covid19 behavioral guidelines.

Academic integrity violations are grounds for being dropped from this class with an F and referral to the Dean of Students for disciplinary action, which may result in expulsion from the University.

**Syllabus Change Policy:**

This syllabus is a guide for the course and may be subject to change.

## Additional Assignment

Each student will be assigned one case to brief and present during the semester. A total of one-hundred (100) points may be earned for this assignment. If you are unprepared, absent, or do a poor presentation, you will not receive any points. If you make an excellent presentation, you will earn up to one-hundred (100) points. This presentation of your brief must follow exactly the format in "How To Do A Written Brief." To receive all 100 points, your law-case presentation must be an excellent delivery that communicates the required information clearly. This involves doing more than reading your brief to the class. It should be obvious that there was a significant amount of time spent on practice and preparation. This will be evidenced by very limited use of notes while making the presentation. A grading rubric for this presentation is provided with this syllabus.

## Course Content and Outline:

This is a general outline of material expected to be covered. Material covered, dates of quizzes and tests, and percent of total grade will vary as necessitated by the pace at which material is covered. There will be a quiz at the end of each chapter. At midterm, there will be an exam covering all material studied. The total points on the midterm will be equal to the cumulative points of all quizzes taken. The chapter quiz process will begin again after the midterm. Upon completion of the semester, a final exam will be given. The total points on the final exam will be equal to the cumulative points of all quizzes taken since midterm. Subjects covered on the midterm exam will be sales and agency. Subjects covered on the final exam will be commercial paper, property, and wills and trusts.

Chapter	Dates	Point Value	Quiz or Test Date
Sales Law			
20	August 23 and 25	25	Wednesday, August 25
21	August 30 and September 1	25	Wednesday, September 1
22	September 8 and 13	25	Monday, September 13
23	September 15 and 20	25	Monday, September 20
Agency Law			
32	September 22 and 27	25	Monday, September 27
33	September 29 and October 4	25	Monday, October 4
Midterm Exam	October 6 and 11	150	Monday, October 11
Commercial Paper Law			
25	October 13 and 18	25	Monday, October 18
26	October 20 and 25	25	Monday, October 25
28	October 27 and November 1	25	Monday, November 1
Property			
48	November 3 and 8	25	Monday, November 8
49	November 10 and 15	25	Monday, November 15
51	November 17 and 22	25	Monday, November 22
Final Exam	November 29 December 1	150	Monday, December 1
Final Exam	December 8		(if needed due to unforeseen class cancellations)

**Students who are absent on a quiz day will NOT be able to take the quiz at another time. The point value of the missed quiz will be added to the comprehensive exam.**