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## BADM 246-01, Law of Basic Commercial Transactions, Fall 2010

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**BUS 246-01: LAW OF BASIC COMMERCIAL TRANSACTIONS**  
**BUS 647-01: LEGAL AND REGULATORY ENVIRONMENT OF BUSINESS**

**COURSE SYLLABUS**  
**FALL 2010**

**COURSE OBJECTIVE AND DESCRIPTION**

The primary objective of this course is for students to gain an understanding of legal and regulatory concepts applicable to businesses in the United States and the impact of such laws and regulations on the conduct of business and the environment in which businesses operate. This course will examine the legal responsibilities of business owners, directors, officers and employees as well as the legal responsibilities of businesses as separate legal entities. In addition, the course will focus on business transactions and will address issues faced by businesses when engaging in transactions from routine matters to complex mergers to securities and compliance issues.

**INSTRUCTOR**

Milton L. Lovell  
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**CLASS CREDITS**

Students enrolled in BUS 246 shall receive four (4) academic credits upon the successful completion of this course. Students enrolled in BUS 647 shall receive three (3) academic credits upon the successful completion of this course.

**CROSS-LISTED UNDERGRADUATE AND GRADUATE COURSES**

At Rhodes College, cross-listed courses are those which count as both undergraduate and graduate courses. Separate course numbers are assigned to the undergraduate and

graduate components of the course. Graduate students enrolled in these courses should be aware of the following provisions:

- Each student is responsible for assuring that he or she is enrolled in the appropriate course level. Graduate students who enroll under the undergraduate course number will not receive graduate credit. The registrar will not retroactively change the number.
- Graduate students may not take a cross-listed course for graduate credit if he or she has already received undergraduate credit for a course that covered essentially the same material.
- In all cross-listed courses, graduate students must complete work that is substantially more advanced than the work expected of undergraduate students. Even when a common syllabus forms the basis of the graduate and undergraduate components, the graduate students must demonstrate higher levels of knowledge and intellectual inquiry. Therefore, the professor will require graduate students to complete a significant number of assignments that are substantially more advanced in quantity, complexity, and/or analysis. These extra requirements may take many forms, such as additional or different research, readings, presentations, or quantitative analyses.
- Graduate students should schedule an appointment with the professor to determine the additional graduate expectations of a cross-listed course.

### **COURSE MEETING INFORMATION**

Thursdays: 5 PM – 7:30 PM  
Buckman Hall 108

### **OFFICE HOURS**

Tuesdays: 5:30 PM – 6:30 PM  
Thursdays: 4:00 PM – 5:00 PM  
Buckman Hall 329C

I will generally be available each week in Buckman Hall at the times listed above. I can remain on campus each Thursday evening after our class to discuss any questions or provide any assistance you may need. I will also be on campus each Monday and Wednesday morning (8 AM – 9:15 AM in Buckman 212) for another class and can arrange to meet you before or after that class. I can be available on campus at other

times which are convenient to you and/or prior to each exam for any questions or assistance.

I am available in my office most weekdays between 8 AM and 6 PM, when not teaching a class at Rhodes. Please feel free to contact me at my office during these hours or on my mobile or at home during other times. If I am not available when you try to reach me, I will be glad to return your call or set a time for us to meet. You may also leave a message on my mobile or office voicemail or send me an e-mail. While I generally check my Rhodes campus e-mail on a daily basis, I maintain much more frequent access to my office e-mail and have access to it on my Blackberry. If there are any questions or issues of which all students need to be notified, I will e-mail everyone.

## **COURSE MATERIALS**

*Legal Environment*; Fourth Edition; South-Western Cengage Learning; Jeffrey F. Beatty and Susan S. Samuelson (2011).

*Law Lit: From Atticus Finch to The Practice, A Collection of Great Writing About the Law*; The New Press; Edited by Thane Rosenbaum (2007).

*Student Guide to the Sarbanes-Oxley Act*, 2<sup>nd</sup> Edition; South-Western Cengage Learning; Robert Prentice & Dean Bredeson (2010).

Black's Law Dictionary (available in the Reference section of the library)

Newspapers, periodicals and websites such as *The New York Times*, *Wall Street Journal*, *The Washington Post*, *Financial Times*, *The Economist*, *Kiplinger*, *Business Week* and *Fortune*. (A good source for links to relevant information is [www.ceoexpress.com](http://www.ceoexpress.com).)

Supplemental readings and cases distributed throughout the term.

## **GRADING**

Quizzes and Class Participation	5%
Case, Research and Writing Assignments	15%
Position Paper (Outline and Paper)	20%
Exam # 1	20%
Exam # 2	20%
Final Exam	20%

The final grading scale is as follows:

94 – 100	A	90 – 93	A-
87 – 89	B+	84 – 86	B
80 – 83	B-	77 – 79	C+
74 – 76	C	70 – 73	C-
67 – 69	D+	64 – 66	D
60 – 63	D-	Below 60	F

### **CASE, RESEARCH AND WRITING ASSIGNMENTS**

There will be various case, research and writing assignments during the semester. These assignments will require you to think critically about some of the issues we have discussed in class and about the current legal environment and role of lawyers in general and based on the assigned readings.

**All assignments are due at the beginning of class period stipulated in the class schedule as included in this Syllabus or as announced in class.** All assignments must be turned in at the beginning of the class session at which such assignment is due. Assignments may either be turned in to me or e-mailed to my Rhodes e-mail account. I will generally confirm receipt of the assignment by a return e-mail. If a student e-mails an assignment to me, I must **receive** the e-mail with the assignment prior to the **beginning** of the respective class. **Any late assignments (other than exams, which will not be accepted as stated in this Syllabus) will be reduced by one-third (1/3) of a letter grade for each day that the assignment is delayed (e.g., A- to B+, B+ to B-, etc.) from the grade the assignment would have otherwise received. Any assignment turned in a week after the due date will automatically receive an F.**

### **QUIZZES**

There will be unannounced quizzes during the semester to make certain that students are reading the assigned texts and supplemental readings. There will be no make-up quizzes.

### **POSITION PAPER**

Each student will write a Position Paper, eight (8) to ten (10) pages in length, which examines a business law issue in detail. The paper should go beyond the class discussion and be written as a research paper to inform a company's management of a

certain issue and develop strategies as recommendations directed at management. The topic and proposed outline for the paper must be submitted on or before **October 14, 2010**. The Position Paper topic is subject to the approval of the professor. Additional details regarding the position paper assignment will be distributed during the semester. The Position Paper will be due on or before **November 11, 2010**. **The paper must be submitted in hard copy directly to me and may not be submitted by e-mail.**

## EXAMS

The exams will cover the material assigned and discussed in class. The exams will include questions in true/false, matching, multiple-choice, short answer, case analysis and discussion format. Prior to each exam, we will discuss the format and the information that each exam will cover.

**Exams are due precisely by the time announced for each exam.** No late exams will be accepted and any student not submitting an exam when due will automatically receive an F.

## ATTENDANCE POLICY AND CLASSROOM ENVIRONMENT

Attendance is very important to gaining an understanding of the material. More than one unexcused absence will negatively affect a student's grade.

In order to facilitate a positive environment for class discussion, each student should turn off or silence his or her cell phone, Blackberry, iPhone or other similar Smartphone device prior to the beginning of class. I will not tolerate any calls, e-mails, texts or other communication during our class. If you intend to bring your laptop to class, you may only use it for taking notes and other class-related activities.

## MATERIALS AND PREPARATION

There will be a reading assignment from the textbook, *Law Lit* and/or other sources for each class. Please make sure that you have read the entire assignment and are prepared for each class. The class will discuss many concepts in depth but we will cover only the highlights of other concepts so that you will be familiar with the terms if the issue arises in the future. We will also discuss current legal events and situations and the role of the law in our society. Students are encouraged to participate in class discussions and to bring current event legal topics to class for discussion. I intend to emphasize issues which will be relevant to your accounting practice and to the CPA exam.

## **HONOR CODE AND ACADEMIC DISHONESTY**

The Rhodes College Honor Code is expected to be followed in all aspects of and assignments for this course. All work is to be pledged.

Any evidence of academic dishonesty may result in your failure of this course. Academic dishonesty includes (i) using exams from previous semesters; (ii) using homework assignments and problems from previous semesters; (iii) working together on exams; (iv) using any materials while taking the exams; (v) submitting any work which is not entirely your own; and/or (vi) copying (or allowing someone else to copy) any work that is turned in for a grade. You *may* discuss approaches to solving any assigned problems (other than exams) but the work you submit must be completed entirely on your own.

## CLASS SCHEDULE

<u>DATE</u>	<u>TOPIC</u>
AUGUST 26	INTRODUCTION TO BUSINESS LAW; SOURCES OF LAW (CHAPTER 1)
SEPTEMBER 2	TYPES OF LAW: COMMON LAW, STATUTORY LAW, ADMINISTRATIVE LAW, CONSTITUTIONAL LAW DISPUTE RESOLUTION (CHAPTERS 3, 4 & 5)
SEPTEMBER 9	BUSINESS ORGANIZATIONS (CHAPTERS 18 & 19)
SEPTEMBER 16	BUSINESS ORGANIZATIONS (CHAPTERS 18 & 19) CHOICE OF ENTITY READINGS  <i>LAW LIT: PART I – THE LAW ELEVATED</i>
SEPTEMBER 23	SECURITIES REGULATION CORPORATE GOVERNANCE (CHAPTERS 19 & 20)  <i>SARBANES-OXLEY ACT GUIDE:</i> INTRODUCTION, EXECUTIVE SUMMARY, TITLE III, TITLE IV, SECTION 906 & TITLE XI  <i>LAW LIT: PART II – LAWLESS LAW</i>  DISTRIBUTE EXAM # 1 EXAM DUE: THURSDAY, SEPTEMBER 30 <sup>TH</sup> AT 5 PM



<u>DATE</u>	<u>TOPIC</u>
SEPTEMBER 30	<p><b>EXAM #1 DUE – 5 PM</b></p> <p>AGENCY &amp; EMPLOYMENT LAW (CHAPTERS 15 &amp; 16)</p>
OCTOBER 7	<p>CONTRACTS (CHAPTERS 9, 10 &amp; 11)</p> <p><i>LAW LIT: PART III – THE LAW AND LIBERTY</i></p>
OCTOBER 14	<p><b>POSITION PAPER TOPIC AND PROPOSAL DUE</b></p> <p>CONTRACTS (CHAPTERS 9, 10 &amp; 11)</p> <p><i>LAW LIT: PART IV – THE LAW MADE LOW</i></p>
OCTOBER 21	<p>SALES (CHAPTER 12)</p> <p>DISTRIBUTE EXAM # 2 EXAM DUE: THURSDAY, OCTOBER 28<sup>TH</sup> AT 5 PM</p>
OCTOBER 28	<p><b>EXAM # 2 DUE – 5 PM</b></p> <p>NEGOTIABLE INSTRUMENTS AND BANKING (CHAPTER 13)</p>

<u>DATE</u>	<u>TOPIC</u>
NOVEMBER 4	SECURED TRANSACTIONS AND BANKRUPTCY (CHAPTER 14)  <i>LAW LIT: PART V – THE LAW LABORIOUS</i>
NOVEMBER 11	<b>POSITION PAPER DUE</b>  REAL AND PERSONAL PROPERTY (CHAPTER 24)  <i>LAW LIT: PART VI – THE LAWYER AS LOU</i>
NOVEMBER 18	TORTS AND CRIMES ACCOUNTANTS' LEGAL LIABILITY SARBANES – OXLEY ACT (CHAPTERS 6 & 7)  <i>SARBANES-OXLEY ACT GUIDE:</i> TITLE VIII, TITLE IX & TITLE XI  <i>LAW LIT: PART VII – THE LAW AND THE LOOPHOLE</i>
NOVEMBER 25	<b>No CLASS – THANKSGIVING RECESS</b>
DECEMBER 2	CONSUMER LAW (CHAPTER 25)  <i>LAW LIT: PART VIII – LAYMAN'S LAW</i> <i>LAW LIT: PART IX – THE LAW AND LONGING</i>

<b><u>DATE</u></b>	<b><u>TOPIC</u></b>
DECEMBER 10 – 15	<b>FINAL EXAM TBD</b>

THE SYLLABUS AND CLASS SCHEDULE ARE SUBJECT TO CHANGE WITH ADEQUATE ADVANCE NOTICE.