

CORPORATIONS SYLLABUS

Professor Celia R. Taylor
Telephone: 871-6931
E-Mail: ctaylor@mail.law.du.edu
Office: 455B
Office Hours: Drop in anytime or
by appointment

Fall 2018
T/R 12:50-2:30

REQUIRED TEXTS

Choper, Coffee, Gilson: Cases and Materials on Corporations (8th ed), together with statutory supplement

YOU MUST BRING EACH OF THESE WITH YOU TO EVERY CLASS

There will also be supplemental materials that I will distribute or ask you to acquire

The Wall Street Journal¹ student special offer available at:

https://store.wsj.com/v2/shop/US/US/wsstudentsummer18?intrackingCode=aaqqs vro&cid=WSJ_ON_ALL_ACQ_NA

GRADING

Your grade for this course will be based on several components. Throughout the semester, you will be doing a number of exercises and problems, including group presentations at the end of the semester. Some of these will be graded and those grades will factor into your final grade. Those that are not graded will be considered in an evaluation of your overall class participation, which will also consider your attendance and participation in weekly classes. Finally, there will be an open book final examination

¹We will follow current corporate events as they arise in the course of the semester. The only way you will be aware of such events is if you read a meaningful business newspaper. There are other options to the WSJ but that is the one I read and will be pulling the current events from.

that will count for 60% of your final grade.

Class attendance is mandatory. If you know that you must miss a class for any reason, you must let me know before that class is held. If you cannot do so, please have the courtesy to let me know after the fact. The reason for this is not to penalize you for classes missed for genuine reasons, as I certainly understand greater life demands. Rather it is to enable me to ensure that you are on-track with your classmates and are not missing important information. If you do miss a class, you are responsible for learning what the next assignment is. If you miss more than 20% of the scheduled classes, I reserve the right to prevent you from taking the final exam.

ASSIGNMENTS

Assignments will follow the syllabus and will be announced in class. There are no dates on the syllabus because I cannot guarantee exactitude. If we need to slow down for more in-depth discussion of a particular topic, I reserve the right to do so. If you wish to read ahead, you should follow the syllabus, although you must be aware that not all the pages listed in each assignment will necessarily be covered in class. Pay close attention to the assignments as they may not always track the organization of the casebook. For every assignment, you are responsible for all the material in the assigned pages. If the materials reference a statute, you are responsible for reviewing and understanding that statute. At times, you may need to pick up materials that I will distribute in class; you are responsible for reading all additional assigned materials. Assignments listings are gross estimates of what will be covered; at times, it may be necessary to add or delete material. The precise scope of coverage will be announced as we move forward. If you miss class and are uncertain of the next assignment, find out (and collect any handouts) from a classmate. One class at the end of the semester will be devoted to reviewing for the exam.

1. Organizing a Corporation

CC&G 1-17, 17-35, handouts to be distributed. CC&G 796-825 is also useful. You should read these pages for background—we will not cover the cases in detail, instead focus on the information about the different forms of entities.

Basic Formation Exercise/Forming the Corporation Problems (to be handed out)

CC&G 233-241

Formation Problems and Exercise

- 2. Corporate Behavior and Goals**
CC&G 34-51

Independent research on corporate codes of conduct
- 4. Disregarding the Corporate Entity**

CC&G 246-262
- 5. Corporate Structure, Valuation and Distributions**
CC & G 194-206, 214-222
Materials to be distributed
MBCA § 6.01-6.04, 6.20-6.27, 6.40, 8.33
- 6. Transaction of Corporate Business: Agency Concerns**

CC&G 53-68
- 7. Managers' Responsibilities and Compensation**
 - (a) Duty of Care**

CC&G 69-106
MBCA § 8.30
 - (b) Duty of Loyalty**

CC&G 107-124
 - (c) Compensation**

CC&G 131-143
Additional materials to be distributed
<http://www.cfapubs.org/doi/pdf/10.2469/ccb.v2015.n4.1>
 - (d) Corporate Opportunity Doctrine**

CC&G 154-168

8. Voting and Corporate Control by Shareholders

(a) Overview: Who Votes and How

CC&G 531-561, 573-584

(b) Special Voting Systems: Cumulative, Class and Supermajority Voting

CC&G 587-594

(c) Removal and Vacancies

CC&G 594-599

(d) Right of Inspection: Common Law

CC&G 621-633

MBCA § 7.01-7.20, 16.01-16.22

(e) Right of Inspection: Federal Proxy Rules

CC&G 634-658

MBCA § 7.22-7.23

(f) Shareholder Proposals

CC&G 658-687 (for background)

Additional materials to be distributed

9. Control Devices and Special Problems of Close Corporations

(a) Restrictions on Transfer of Shares

CC&G 722-734

MBCA § 6.27

(b) Allocations of Control (time permitting)

CC&G 734-751

MBCA (1984) § 7.30-7.31

(c) Agreements Concerning Directors

CC&G 751-773

MBCA (1984) § 7.32, 2.02(b)

10 and 11. Insider Trading and Hostile Takeovers

To be covered by student presentations.

If you have a disability/medical issue protected under the Americans with Disabilities Act (ADA) and Section 504 of the Rehabilitation Act and need to request accommodations, please visit the Disability Services Program website at www.du.edu/disability/dsp. You may also call 303.871.2372, or visit in person on the 4th floor of Ruffato Hall, 1999 E. Evans Ave. <http://www.du.edu/studentlife/disability-services/faculty-staff/index.html>