28-422/622 Business Law II

Spring Semester 2012

Professor:  Schwab  
Office:  Sage 2224

Office Hours: Before or after class or
By appointment
Telephone:  (920) 230-4582 (office)
            (920) 379-3320 (cell)

Course Description
This course primarily involves an in-depth study of commercial paper (e.g. promissory
notes and checks), agency law, general and limited partnerships, corporate law, secured
transactions, bankruptcy and accountant’s legal liability. Articles III, IV and IX of the Uniform
Commercial Code are applied in this course. Secondarily, this course covers some government
regulation of business areas and international law.

Text  (required)

<table>
<thead>
<tr>
<th>Relative Weights</th>
<th>Tentative grading Scale</th>
</tr>
</thead>
<tbody>
<tr>
<td>Exam I 100 points</td>
<td>A 93-100  C  73-76</td>
</tr>
<tr>
<td>Exam II 100 points</td>
<td>A- 90-92  C-  70-72</td>
</tr>
<tr>
<td>Exam III 100 points</td>
<td>B+ 87-89  D+  67-69</td>
</tr>
<tr>
<td>Research Paper 70 points</td>
<td>B  80-82  D  63-66</td>
</tr>
<tr>
<td>Other 20 points</td>
<td>B- 80-82  D-  60-62</td>
</tr>
<tr>
<td>MAXIMUM 390 points</td>
<td>C+ 77-79  F  0-59</td>
</tr>
</tbody>
</table>

Final Grade Determination
The final grades are determined by making an array of the students’ total points in numerical
order and then arbitrarily dividing the students into groups for assigning common grades.
Content of the Grading Ingredients

Examinations

1. There will be Three (3) examination, consisting primarily of objective questions, in this course.
2. Each exam will be worth 100 points and will test all of the applicable material in detail.
3. All of the exam dates are tentative and subject to change.
4. Make-up Policy: For each exam that a student does not take “with the class”, five points are deducted from the student’s total points for the class (except students with a disability supported by documentation).

Research Paper

1. Each student must submit a research paper dealing with the application of various aspects of Business Law II to various business documents.
2. The paper must be 10 to 15 pages in length, 12 pitch (font) type, line spacing 1.5 to 2.0, margins of 1 to 1.5 inch and have references cited at the end of the paper.
3. The paper is due at or before the beginning of the class on Monday, May 7, 2011
4. Late Paper Policy: Ten points are deducted if the paper is late.
5. The documents that are posted to D2L cite for this course must be used for the factual material of the paper.
6. Contents of the Paper: The paper must be divided into the following parts and sub-parts
   - Part I: Negotiable Instruments
     - A. Overview
     - B. Promissory Note
     - C. Check
   - Part II: Corporate Equity Financing (Stock)
     - A. Overview
     - B. Stock Certificates
   - Part III: Security Interest
     - A. Overview
     - B. Charge Card Agreement

For each of the above parts, explain and analyze the “Content Specifications for the Research Paper” which is provided as another document that is posted to the D2L cite for this course.
7. **Plagiarism Policy:** If a student commits plagiarism, the student will be subject to all of the university’s sanctions.

**Other**

1. This includes oral communication, class participation, multiple choice answer justifications, homework, quizzes, video tape reviews, extra credit, attendance, etc. [Sum=20 points].
2. A video tape review is a written analysis of a video tape shown in class (5-20 points each)
3. **Attendance Policy:** When attendance is taken, a student receives, at least, one point if he or she is present.

---

**Course Objectives**

1. To comply with any applicable objectives of the UW-O College of Business Administration.
2. To meet some curriculum requirements of the AACSB regarding legal studies.
3. To cover some of the material that is tested on the CPA exam.
4. To understand the legal rights and duties of the parties to commercial paper (promissory notes and checks).
5. To understand the law regarding business relationships, such as agency law, partnership law and corporate law.
6. To understand the rights and duties of the parties in credit transactions, including the law of secured transactions and bankruptcy.
7. To have some exposure to government regulation of business and the international legal environment.

---

**Schedule of Assignments**

<table>
<thead>
<tr>
<th>PERIOD</th>
<th>ASSIGNMENT</th>
<th>TOPICS COVERED</th>
</tr>
</thead>
<tbody>
<tr>
<td>Week 1</td>
<td>Chapter 24 &amp; First ½ of Chapter 25</td>
<td>Commercial Paper: Negotiability and Transferability</td>
</tr>
<tr>
<td>Week 2</td>
<td>2nd ½ of Chapter 25 Chapter 26</td>
<td>Commercial Paper: Holder of Due Course and Liability, Defenses &amp; Discharge</td>
</tr>
<tr>
<td>Week 3</td>
<td>Chapter 27</td>
<td>Commercial Paper: Checks and Electronic Fund Transfers</td>
</tr>
</tbody>
</table>
## EXAM I: 5\textsuperscript{TH} Week

| Week 5 | 1\textsuperscript{st} part of Chapter 35 | Sole Proprietorships and Partnerships: Nature, Formation and Operation |
| Week 6 | 1\textsuperscript{st} part of Chapter 36 | Nature, Formation and Operation |
| Week 6 | Chapter 38 & 39 | Corporations: Formation, Financing and Management |
| Week 7 | Chapter 40 | Corporations: Fundamental Changes |
| Week 8 | 2\textsuperscript{nd} part of Chapter 36 | Partnerships: Limited Partnerships |
| Week 9 | Chapter 37 | Other Bus. Entities: Limited Liability Companies, etc. |

## EXAM II: 9\textsuperscript{TH} week

| Week 10 | Chapter 41 | Corporations: Securities Regulations |
| Week 10 | Chapter 51 | Legal Liability of Professionals |
| Week 11 | Chapter 29 | Debtor-Creditor Law: Secured Transactions |
| Week 12 | Chapter 28 & 30 | Debtor-Creditor Law: Creditors’ Remedies Suretyship, Bankruptcy and Reorganizations |

| Week 13 | Section 2,4,5,6 in Chap 33 | Employment Regulations, |
| Week 13 | Section 5 in Chapter 20 | International Sale of Goods and |
| Week 13 | Section 8 of Chapter 22 | International Letters of Credit |

## EXAM III: (Last Class)

**NOTE:** This syllabus is subject to change at professor’s sole discretion.