

Syllabus
Business Law
LGLS 189A
Summer, 2024

Mr. Breen

Office Hours: Monday through Thursday, 2 PM to 4 PM (or by appointment)

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CLASS TIMES: Monday through Thursday, 11:20 AM to 1:40 PM, EST

Course Description

In the United States, law governs the business environment at almost every step, from the formation of business entities to their dissolution, from the negotiation of contracts to the events that constitute their breach, and from the hiring to the firing of employees. No businessperson can do without a general acquaintance with the law. The study of business law, however, is worthwhile for reasons that go beyond its practical value in the working world. Whether we are discussing the formation of contracts, or the rules governing commercial paper, or what it means to have a secured debt, we confront important controversies about human behavior and human desires.

Accordingly, in this class we will not only cover the core rules of business law, we will also think critically about the assumptions—philosophical and social—that may underlay them. And we will also discuss a set of questions that do not always occur to practicing lawyers. Do these rules serve the purposes for which they were designed? And are there ways to do better?

Learning Outcomes

Upon successful completion of the course, students should be able to:

1. Know the basic structure of the American legal system
2. Possess a working knowledge of the basic doctrines of Commercial Paper, Bankruptcy, Secured Transactions and Employment Law.
3. Distinguish between the common law contract rules and special rules for sales under the Uniform Commercial Code;
4. Analyze the government's interest on business with reference to at the administrative agencies;
5. Examine the basic protections for the benefit of consumers; and
6. Distinguish between the basic types of business organizations.

Course Requirements

At the conclusion of each of our Thursday classes, I will post a short question on our LATTE site, to which you will be expected to respond by the beginning of class on the

following Monday. Your responses, typically, would not need to be more than a couple of double-spaced pages in length (and you can use notes and the textbook to help answer them). Altogether, these responses will account for 40% of your final grade. There will also be a more involved question, cumulative in nature, that I will assign during the last week of our class, which will account for 45% of the grade. That leaves attendance and participation to make up for the last 15% of the grade.

Note that I have assigned readings relating to each of the daily topics. There is no need for you to read every page before attending the classes! The readings are there simply to let you know where you can find help if you are confused by something raised during the class (although you can always ask me too), and in general, to solidify your understandings of what are sometimes difficult concepts in the law.

Textbook

Beatty and Samuelson, *Essentials of Business Law* (electronic edition or print)

Course Schedule

July 8: A Brief Introduction: Litigation and Dispute Resolution

In our modern era, business disputes are increasingly settled outside the traditional court system, through the arbitration process. Do the practical advantages of arbitration outweigh the social drawbacks?

Readings: pp. 133-150, 157-159

July 9: Torts

The categories of tort law virtually demand critical discussion. What *are* the duties we owe one another, and what should happen if we neglect them? And how far can you go, as a business person, towards taking business away from someone else, without violating those legal duties?

Readings: 196-211.

July 10: Business Organizations

Since the nineteenth century, the corporation has been the basic entity through which Americans conduct their economic life. How are they formed and what are they good for?

Readings: 734-772

July 11: **Criminal Law**

At a time when the arsenal of tools available to prosecutors is greater than ever, it is vital to know the federal laws that typically define criminal behavior in the business world.

Readings: 177-188.

July 15: **Introduction to Contracts: Offer, Acceptance and Consideration**

If corporations are *what* does business, contracts are *how* business is typically done. How are contracts formed and what does this process tell us about law's assumptions about the human personality?

Readings: 266-278; 285-301.

July 16: **Legality, Capacity, and International Law**

When does the law insist that a contract cannot be enforced? And what assumptions about persons and policy are reinforced by those rules?

Readings: 327-340

July 17: **Remedies and the Law of Sales**

When a contract is breached, what do the parties have a right to expect of the law? Does the law go far enough towards repairing the consequences of a contractual breach?

Readings: 377-392

July 18: **Ownership and Risk**

When do the usual rules of contract law bow to the special needs of consumers, and the dictates of sound public policy? And are those dictates so sound?

Readings: 501-522.

July 22: **Commercial Paper and Negotiable Instruments**

We live in a world of electronic banking, but the rules that govern transfers of money remain subject to Article Three of the Uniform Commercial Code and the doctrine of

“Holder in Due Course.” Does that doctrine still capture the realities of modern business?

Readings: 588-605

July 23: **Secured Transactions**

What do we mean by “secured debt” and what are its advantages? Is it right for the law to confer those advantages?

Readings: 554-582

July 24-25: **Bankruptcy**

Why do we permit debtors to avoid the obligation to pay certain debts in full through bankruptcy proceedings? And do we forgive some debts and not others?

Readings: 875-896.

Nov. 21: **Employment Law**

Why should it be that the law gives so many advantages to employers as opposed to employees?

Readings: 719-744.

July 29: **Agency**

When are we responsible for what other people do?

Readings: 662-683.

July 30-31: **Copyrights and Trademarks**

It is a commonplace observation that American law strongly protects property rights. Hence, it is important to see what qualifies as “property” in our system, and to think critically about whether that definition goes too far.

Readings: 1008-1028

August 1: **Property Law**

The law recognizes a variety of ways for people to have an interest in land. What are they, and which are best for different purposes?

Readings: 1033-1051

August 5: **Administrative Law**

What are the particular challenges posed to business people by federal regulations, and how do the courts go about resolving these disputes?

Readings: 90=103

August 7: **The Challenges of AI**

Success in this four credit hour course is based on the expectation that students will spend a minimum of nine hours of study time per week in preparation for class (readings, papers, discussion sections and preparation for exams).

Brandeis seeks to welcome and include all students. If you are a student who needs accommodations as outlined in an accommodations letter, please talk with me and present your letter as soon as you can. I want to support you. If you have questions about documenting a disability or requesting an accommodation, please contact Student Accessibility Support (SAS) at access@brandeis.edu.

You are expected to be honest in all your academic work. Please consult Brandeis University's *Rights and Responsibilities* for all policies and procedures relevant to academic integrity. Students may be required to submit work to Turnitin.com software to verify originality. Allegations of academic dishonesty will be forwarded to the Director of Academic Integrity. Sanctions for academic dishonesty can include failing grades and/or suspension from the university. Citation and research assistance can be found at LTS-Library Guides