COMMERCIAL LAW
GENBUS 302

Section 002, Mondays 9:00-11:30 a.m. (MBEB 1210)

Spring 2016

<table>
<thead>
<tr>
<th>Instructor</th>
<th>Office</th>
<th>Office Hours</th>
<th>Phone:</th>
<th>Email</th>
</tr>
</thead>
<tbody>
<tr>
<td>Peter M. Desler</td>
<td>Off campus</td>
<td>By Appointment</td>
<td>344-0654</td>
<td><a href="mailto:info@deslerlaw.com">info@deslerlaw.com</a></td>
</tr>
</tbody>
</table>

(Please use sparingly)

Course Overview
This course is designed to build upon the foundational knowledge of GENBUS 202: The Legal Environment of Business, primarily in the substantive areas of agency, business entities, formation & governance, contracts, sales and personal property. Students will gain experience in reading and briefing legal cases, and learn to analyze and apply the principles therein to current and future business situations. Further, throughout the course, students will be required to consider the impact and extent of the legal, social and ethical duties of businesses. Upon completion, students should be able to identify, articulate and participate in the effective resolution – whether through action or avoidance -- of legal matters related to businesses.

General Objectives
By completion of the course, students should:

1. Understand, and be able to identify and analyze, complex legal issues raised in business environments, particularly business entities and commercial enterprises.
2. Know and understand the legal issues associated with the formation of business entities and their governance structures.
3. Know and understand the requisite elements of a contract, the obligations of and available remedies for primary and third parties to the contract, and the significance of common law and the Uniform Commercial Code and their applicability to contractual arrangements.
4. Know and understand sales, including warranty and product liability issues, and available remedies.
5. Understand the relationship between law and ethics, and the social responsibility of business entities and individuals in society.
6. Identify and avoid or resolve legal issues in the workplace, especially between employers and employees, and elsewhere.
7. Be able to discuss a legal case, extract its pertinent issues and rules, and analyze it to a thoughtful conclusion.
8. Establish a well-developed legal perspective to utilize, where appropriate, in future business decisions.
9. Understand and be able to effectively apply appropriate “Getting to Yes” principles to resolve various disputes.
COBE GENBUS Objectives
GENBUS 302

Students in this class will learn or practice the following COBE Core Curriculum concepts, methods, and skills:

<table>
<thead>
<tr>
<th>1. Understand and apply analytical and disciplinary concepts and methods related to business and economics:</th>
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<tbody>
<tr>
<td>✔ 1.7. Legal environment of business</td>
</tr>
<tr>
<td>✔ 2.1. Communicate effectively: Write messages and documents that are clear, concise, and compelling</td>
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<tr>
<td>✔ 2.2. Communicate effectively: Give oral presentations that use effective content, organization, and delivery</td>
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<td>❑ 3. Solve problems, including unstructured problems, related to business and economics</td>
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<tr>
<td>❑ 4. Use effective teamwork and collaboration skills</td>
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<td>❑ 5. Resolve ethical issues related to business and economics</td>
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Course Format
- Lectures are based on the text, Fundamentals of Business Law by Roger LeRoy Miller (9th ed., 2013)
- Class discussions, with emphasis on “Learning Objectives,” end-of-chapter “Reviewing” questions and end-of-chapter “Questions and Case Problems”
- On-call assignments
- Interview Presentations
- “Getting to Yes” presentations
- Exams (3 quizzes during the semester and 1 comprehensive final exam – all objective)

Course Materials
- Required: Getting to Yes, by Fisher and Ury

Your Responsibilities/Attendance
You are expected to be prepared for class, to take responsibility for your own learning, to contribute intelligently to discussions, and to prepare thoroughly for your quizzes, exam and presentations. Students are expected to have intelligently read the assigned chapter(s) before the scheduled classroom discussion of them. Class sessions will add to and expand upon the knowledge gained by reading the textbook but will not alone replace (or furnish) a thorough knowledge of the materials. Lectures will not (and cannot) cover all of the material addressed in the text. To succeed in this course, you must attend all lectures, read all assigned material and actively participate in the classroom. Failure to accomplish your responsibilities will negatively affect your final course grade.
Law courses build on themselves as the course develops. A knowledge and appreciation of what went before is necessary to understand what is later being examined. Missed classes create learning gaps that enlarge as the absent student is unable to apply earlier principles and analyses to later factual problems. Learning genuinely and seriously suffers. Accordingly, regular attendance in class is both necessary and required. If you truly must miss a class, advise the instructor of this as far in advance as is possible. While a portion of class lectures and discussion will often be derived from thoughts, concerns, issues and considerations raised in the primary text, substantial information will be presented in class only. Excessive absence will result in a reduction in final grade.

**Grading and Assignments**

Students’ course grades will be based on the following, all of which are described in detail below:

1. “On Call” Assignment: 5 points
2. “Getting to Yes” presentation: 10 points
3. Interview presentation: 10 points
4. Three quizzes (15 points each): 45 points
5. Oral participation in class: 5 points
6. Final exam: 25 points
7. “Hot Coffee” movie and Supreme Court attendance: 2 bonus points each (Instructor will explain). Completing these two “bonus” assignments is strongly recommended.

**On Call Assignment**

In addition to being prepared for every class, each student will be “on call” one time during the semester for one chapter (and for one case within that chapter). Sign-up sheets will be handed out early in the semester to allow students to choose a chapter and a case within that chapter for which they would like to be responsible. Select a case that no other student has already selected. When “on call,” the student must: (1) be especially prepared to actively and intelligently participate in discussion and analysis of that chapter; and (2) Make a well prepared oral presentation to the class of between 5 and 10 minutes discussing and explaining: the relevant facts of the selected case; the issues raised in that case; the applicable rules of law; an analysis of the law to the relevant facts; the court’s ruling; the reasons for it; whether you agree or disagree with the court’s ruling and why; and the point(s) of law which we should take from the case, i.e., Why is that case in the text? What does it teach us? What principles of law from the case can we apply to future factual situations? Your “on-call” presentation will be made on the date that we cover the chapter that you have selected. You are responsible for advising the instructor, immediately before class begins, when it is your presentation day. A “presentation” which does little more than simply read the case from the text will not receive any credit.

**“Getting to Yes” Presentation**

You should carefully and thoroughly read “Getting to Yes” within the first few weeks of class. You will then have approximately three months to identify a bona fide and substantial situation of genuine dispute in your life/business wherein you can (and actually do) apply principles of “Getting to Yes” to the attempted resolution of that dispute, problem or disagreement. You will then make an oral presentation to the class regarding that dispute, how you applied the “Getting to Yes” principles of negotiation to it, what worked, what didn’t, the nature of the result, what you learned from the exercise, how you anticipate applying GTY principles to future disputes, etc. A thoughtful, well prepared and organized oral presentation, between 6 and 10 minutes depending on class size, is expected.
**Interview Presentation**

Students must make a business contact of their choosing (preferably in the Boise area) and conduct an interview, investigating and focusing on legal issues associated with the following topics:

1) Has the interviewee encountered law-related issues in their work, and if so, with what frequency and capacity; provide specific examples that are relevant to areas of the law that we address in this course.

2) How was the issue(s) dealt with? At what level of management? For example, was a lawyer retained/involved? In addition to resolving the particular issue, were management practices changed?

3) If the interviewee was to plan a curriculum for Management students, what areas would be included in the course, how important would each be (on a 1-5 scale, 1 being very important), and why. We are looking for what the interviewee feels the Management graduate needs to know upon graduation in order to be able to manage in a competent, successful and professional manner.

The following is a non-comprehensive list of legal areas that may be encountered, but not necessarily handled by managers in business: Government regulation; Employment Law (safety, discrimination, hiring/fireing, harassment, drug testing, confidentiality agreements); Labor law; Environmental Law; Consumer protection; Competition (e.g., non-compete agreements); Intentional Torts; Negligence: Property (landlord/tenant; Product/Service); Liability; Warranties; Business formation; Contracts; Agency; Corporate Law; Governance of a business entity; Working with an attorney; Ethical issues; Dispute resolution; Social/community responsibility. This is not a complete list.

Also provide the following information re the Interviewee:

Name: (unless they require anonymity)
Employer: (ditto)
Position/Title:
Years in management (5 or more are required):
Professional qualifications:
Educational background:
Law courses taken:
Continuing Education Law-related courses?
Was coursework preparation sufficient for law-related issues encountered in your work?

Each student must then orally present the results of their interview process in class. A well prepared and organized oral presentation, between 6 and 10 minutes depending on class size, is expected.

**Testing**

There will be 3 quizzes administered during the semester. Each Quiz will correspond with and cover the materials set forth for that section in the Schedule. The quizzes consist of multiple choice and T/F questions. The quizzes are lengthy (typically 80 questions). To succeed, you must study and prepare for them. The final exam is comprehensive and consists solely of multiple choice questions.

**Make-up Quizzes/Exam**

Students are expected to sit for their quizzes with the class on the assigned day and at the assigned time. In case of a bona fide emergency or serious illness, students must contact the instructor before the beginning of the quiz. If possible, an attempt will be made to permit the student to make up the quiz. If prior approval is not obtained, the student will not receive credit for the quiz. There are no “throw–away” quizzes for this course.
Oral Participation in Class

A. Each chapter begins with “Learning Objectives” and concludes with a “Reviewing” section. Answer the “Learning Objectives” to yourself after you read the chapter (but before class). Students will be called on each week to briefly answer those Learning Objectives in class. Also, analyze the “Reviewing” section after you have read the chapter and be prepared to orally share your analysis in class.

B. Each chapter concludes with “Questions and Case Problems” (“QCPs”). These are brief factual situations, often from real cases, which require you to analyze the facts given and apply the principles of law from that chapter to those facts to achieve a reasoned conclusion. Except as specifically indicated below, you are responsible for these QCPs. Each student will be called upon, several times during the course of the semester, to orally analyze and intelligently discuss these QCPs in class. Students must be prepared for this. That can only happen if you prepare your analysis of the QCPs before class. Analyses and active discussion, rather than bare-bones answers, are expected. Students should also be prepared to regularly respond to questions from and engage in analytical discussion and argument with both the Instructor and with other students regarding issues raised in the QCPs. Some of the QCPs cite to actual cases. Do not look up those cases.

Students are NOT responsible for the following QCPs You ARE responsible for, and should be prepared to orally discuss and analyze in class, all others.

Ignore these:
Chap 21 4, 9, 10
Chap. 22 3, 8, 9, 10
Chap. 23 4, 9
Chap. 24 7, 9, 10
Chap. 25 5, 7
Chap. 7 no omissions
Chap. 8 4, 10
Chap. 9 4, 9
Chap. 10 4, 8, 9
Chap. 11 4, 8, 9
Chap. 12 2, 7
Chap. 13 7, 8
Chap. 14 7, 9
Chap. 15 10
Chap. 27 7, 8, 9

Letter Grades

In light of the University’s implementation of the plus/minus grading system, the grade scale for this class will be as follows:

<table>
<thead>
<tr>
<th>Letter Grade</th>
<th>Quality Points</th>
<th>Percentage Score</th>
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<tbody>
<tr>
<td>A+</td>
<td>4.0</td>
<td>97-100</td>
</tr>
<tr>
<td>A</td>
<td>4.0</td>
<td>93-96</td>
</tr>
<tr>
<td>A-</td>
<td>3.7</td>
<td>90-92</td>
</tr>
<tr>
<td>B+</td>
<td>3.3</td>
<td>87-89</td>
</tr>
<tr>
<td>B</td>
<td>3.0</td>
<td>83-86</td>
</tr>
<tr>
<td>B-</td>
<td>2.7</td>
<td>80-82</td>
</tr>
<tr>
<td>C+</td>
<td>2.3</td>
<td>77-79</td>
</tr>
<tr>
<td>C</td>
<td>2.0</td>
<td>73-76</td>
</tr>
<tr>
<td>C-</td>
<td>1.7</td>
<td>70-72</td>
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<tr>
<td>D+</td>
<td>1.3</td>
<td>67-69</td>
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Academic Honesty
The relevant portion of the University Policy on Academic Honesty is as follows:
“The university’s goal is to foster an intellectual atmosphere that produces educated, literate people. Cheating and plagiarism are not tolerated in any form. … A student guilty of academic dishonesty may be dismissed from the class, may receive a failing grade, or may be dismissed from the university.” (Boise State University Graduate Catalog, 2007-2008, pp. 19-20).
What will happen if you are caught cheating? You will fail the course.

Diversity
As stated in the BSU Catalog, Boise State University values cultural diversity in its faculty, its students and its curriculum. Since we all live in a multicultural world, we seek to educate students to recognize and appreciate the many ways in which each of us is shaped by culture, nationality, religion, and ethnicity. This requires that we critically examine cultural differences, being attentive to the special challenges that each of us faces in understanding those whose lives are shaped by cultures other than our own. The material discussed and analyzed in this course should assist students in understanding the legal, ethical, and social duties expected in society. Also, students should gain an understanding of issues of culture, nationality, religion or ethnicity and be stimulated to reflect on the challenges and benefits of dialogue across differences.”

Cell phones, computers, etc.
Please turn off all distracting technology while in class. Specifically, cell phone usage (texting, checking messages, incoming/outgoing calls, etc.) is not permitted in class. Computers are allowed for note-taking purposes only. Do not use your laptop or similar device in class for any other purpose. If you ignore this prohibition, you may be asked to leave the classroom. PLEASE adhere to this instruction.

Assignment Schedule:

<table>
<thead>
<tr>
<th>Date</th>
<th>Assignment</th>
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<tbody>
<tr>
<td>Jan. 11</td>
<td>Intro, administrative, syllabus, Chap 21</td>
</tr>
<tr>
<td>Jan. 18</td>
<td>NO CLASS (Martin Luther King holiday)</td>
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<tr>
<td>Jan. 25</td>
<td>Chaps 22 &amp; 23</td>
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<tr>
<td>Feb. 1</td>
<td>Chaps 24 &amp; 25 BB</td>
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<tr>
<td>Feb. 8</td>
<td>QUIZ #1 (Proctor)</td>
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<tr>
<td>Feb. 15</td>
<td>NO CLASS (Presidents’ Day holiday)</td>
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<tr>
<td>Feb 22</td>
<td>Chaps 7 &amp; 8</td>
</tr>
<tr>
<td>Feb 29</td>
<td>Chaps 9 &amp; 10</td>
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<tr>
<td>Mar. 7</td>
<td>Chaps 11 &amp; 12: QUIZ #2</td>
</tr>
<tr>
<td>Mar. 14</td>
<td>Chaps 27 &amp; 13</td>
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<td>Mar. 21</td>
<td>NO CLASS (Spring Break)</td>
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<tr>
<td>Mar. 28</td>
<td>Chaps 14 &amp; 15; Presentation sign-ups</td>
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<tr>
<td>Apr. 4</td>
<td>QUIZ #3 (Proctor)</td>
</tr>
<tr>
<td>Apr. 11</td>
<td>Begin Interview presentations</td>
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<tr>
<td>Apr. 18</td>
<td>Interview presentations conclude; Getting-To-Yes presentations begin; Distribute Study Guide</td>
</tr>
<tr>
<td>Apr. 25</td>
<td>Getting-To-Yes presentations conclude; Distribute answers to Study Guide</td>
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<tr>
<td>May 2</td>
<td>Final exam</td>
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SO WHAT MUST YOU DO TO SUCCEED IN THIS COURSE?

1. Attend and actively participate in all classes. Absences will affect your final grade.
2. Read the assigned text chapters before each class.
3. Read, analyze, answer to yourself and be prepared to orally discuss in the class during which we will cover that chapter your answers to/analyses of the “Learning Objectives,” “Reviewing” section and QCPs. This will require critical thinking.
4. Study for all three quizzes and the final exam. Pay particular attention to what you missed on each quiz when it is briefly returned to you for review (Quizzes will then be re-collected by the Instructor)
5. Prepare and deliver thoughtful and intelligent On-Call, Interview and Getting-to-Yes presentations. Collectively, these are worth 25 points towards your 100 point final grade.
6. View the “Hot Coffee” movie and attend an Idaho Supreme Court session; submit your one-page report for each to receive bonus points. You should not miss these opportunities for extra credit.