

**Professor Nelson**  
**Business Organizations**  
**Spring 2018**

Course Description

This course surveys the law governing business organizations. It examines the role of legal rules in structuring economic relationships among shareholders, management, creditors, and other participants in modern businesses. Topics covered include the law of agency, the law of partnership, corporate formation, creditor protection, shareholder voting, fiduciary duties, shareholder lawsuits, and insider trading. The course will consider various forms of business organization, but the primary emphasis will be on publicly traded corporations.

Course Materials

Readings for the course will come from two main sources:

- (1) William T. Allen & Reinier Kraakman, Commentaries and Cases on the Law of Business Organization, Fifth Edition. This will be the casebook for our class.
- (2) William T. Allen & Reinier Kraakman, Commentaries and Cases on the Law of Business Organization, 2016-2017 Statutory Supplement. This is the required statutory supplement that accompanies our casebook.

Reading Assignments

I will announce specific reading assignments in class. These assignments will typically cover the next week or two of the course. Please note that assignments may be altered based on how quickly we proceed through the material. I will be sure to announce any alterations as soon as possible.

For the first week of class, please read pp. 7-32 in the casebook (along with any relevant statutory provisions noted in that material).

Class Participation

The class will be divided into panels of approximately 5 students. One panel will be on call for each class session, and we will rotate through the panels during the course of the semester. Students on panel should expect an active discussion of the materials; other students will also be encouraged to participate.

### Office Hours

My office hours are by appointment. Please feel free to call or email so that we can find a time to meet. My office is located in TUII 224, my telephone number is 713-743-0526, and my email address is jdnelson3@central.uh.edu.

### Assessment Methods

Final grades will be based primarily on an “open book” exam at the end of the semester. Grades may be adjusted for exceptionally strong or poor performance during classroom discussion.

### Learning Outcomes

This course will (1) introduce students to the law governing business organizations and (2) provide students with analytical tools to understand and evaluate the economic relationships among shareholders, management, creditors, and other participants in modern businesses.

### Feedback

Please feel free—and encouraged—to offer feedback on the course throughout the semester. This feedback will help me to improve my teaching and allow us to make the most of our class time together.

Counseling and Psychological Services (CAPS) can help students who are having difficulties managing stress, adjusting to the demands of a professional program, or feeling sad and hopeless. You can reach CAPS ([www.uh.edu/caps](http://www.uh.edu/caps)) by calling 713-743-5454 during and after business hours for routine appointments or if you or someone you know is in crisis. No appointment is necessary for the “Let’s Talk” program, a drop-in consultation service at convenient locations and hours around campus. [http://www.uh.edu/caps/outreach/lets\\_talk.html](http://www.uh.edu/caps/outreach/lets_talk.html)