

Professor Ragazzo

Business Organizations 2026

I. Agency

- A. The Creation of an Agency Relationship (pp. 7-32)
- B. The Principal's Liability in Contract (pp. 32-66)
- C. The Agent's Liability to Third Parties (pp. 66-70)
- D. The Liability of Third Parties to the Principal (pp. 70-73)
- E. The Agent's Duties to the Principal (pp. 113-118)
- F. The Principal's Duties to the Agent (pp. 118-121)
- G. Imputing an Agent's Knowledge to the Principal (pp. 121-128)
- H. Termination of the Agency Relationship (pp. 128-135)
- I. Subagency (pp. 136-142)

II. Partnerships

- A. Introduction (pp. 143-145)
- B. Formation and Status (pp. 145-174)
- C. Management and Control (pp. 174-179)
- D. Financial Rights and Obligations (pp. 179-194)
- E. Liability to Third Parties (pp. 194-210)
- F. Ownership Interests and Transferability (pp. 211-220)
- G. The Rights of a Partner's Creditors (pp. 220-227)
- H. Fiduciary Duties (pp. 227-274)
- I. Dissolution (pp. 274-299)
- J. The Limited Liability Partnership (pp. 299-301)

III. Corporations

- A. Introduction (pp. 303-306)
- B. Formation (pp. 307-340)
- C. Management and Operation (pp. 340-385)
- D. Altering Corporate Norms by Contract (pp. 385-432)
- E. Limited Liability and Piercing the Corporate Veil (pp. 432-473)
- F. Traditional Fiduciary Duties (pp. 473-632)
- G. Dissension in Closely Held Corporations (pp. 632-726)
- H. Securities Fraud (pp. 726-739)
- I. Fundamental Transactions (pp. 739-800)
- J. Derivative Suits (pp. 800-833)

IV. Limited Partnerships

- A. Introduction (pp. 835-837)
- B. Formation (pp. 837-841)
- C. Management and Operation (pp. 841-842)
- D. Financial Rights and Obligations (pp. 842-843)
- E. Entity Status (pp. 843-846)
- F. Limited Liability (pp. 846-858)
- G. Fiduciary Duties (pp. 859-896)
- H. Ownership Interests and Transferability (pp. 896-910)
- I. Exit Rights (pp. 910-912)
- J. The Limited Liability Limited Partnership (pp. 913-914)
- K. Conclusion (p. 914)

V. Limited Liability Companies

- A. Introduction (pp. 915-919)
- B. Formation (pp. 919-932)
- C. The Role of Contract (pp. 932-944)
- D. Management and Operation (pp. 944-959)
- E. Financial Rights and Obligations (pp. 960-962)
- F. Entity Status (pp. 962-966)
- G. Limited Liability (pp. 966-983)
- H. Fiduciary Duties (pp. 983-1008)
- I. Ownership Interests and Transferability (pp. 1008-1013)
- J. Exit Rights (pp. 1013-1042)
- K. Conclusion (pp. 1042-1044)

VI. Securities Regulation

- A. Insider Trading (pp. 1045-1100)
- B. Section 16(b) (pp. 1101-1119)

Materials: The required materials for the course are Robert A. Ragazzo, Closely Held Business Organizations: Cases, Problems, and Materials (West 4th ed. 2025) and Robert A. Ragazzo, Statutory Supplement to Closely Held Business Organizations: Cases, Problems, and Materials (West 4th ed. 2025). You must purchase these books in print form and bring them to every class. During the exam, you will be permitted to refer to these materials, as well as any handwritten notes that have been placed in them. You may place tabs in your books. You will not be permitted to refer to any other materials during the exam.

Preparation: As a general rule, we will cover about 30-35 pages per class. Remember to consult the Statutory Supplement for any applicable provisions. The casebook will identify the provisions of the Statutory Supplement that you should read.

Participation: I will call on students at random to participate during class. I expect each student to be prepared for every class. I reserve the right to raise or lower your grade one notch (i.e., one-third of a grade) based on class participation.

Grading: The grade will be derived from one exam given at the end of the course plus or minus any adjustment for class participation.

Attendance: I will take attendance in each class and consider your attendance when determining whether to raise or lower your grade based on class participation.

Mode of Instruction: This class is scheduled for in-person instruction. There is no remote option.

Electronic Devices: No computers or electronic devices of any kind are permitted to be used in the classroom.

Office: My office address is 342C. My phone number is 713-743-2146. My e-mail address is rragazzo@central.uh.edu. I am generally available following our class. However, feel free to come by at any time. If you would like to make an appointment for a specific time, just let me know. Be advised that I do not answer substantive questions by phone or e-mail.

UNIVERSITY OF HOUSTON SYLLABUS LANGUAGE:

SPRING 2026

Required Language for All Courses

COVID-19 Information

Students are encouraged to visit the University's [COVID-19](#) website for important information including diagnosis and symptom protocols, testing, vaccine information, and post-exposure guidance. Please check the website throughout the semester for updates.

Reasonable Academic Adjustments/Auxiliary Aids

The University of Houston complies with Section 504 of the Rehabilitation Act of 1973 and the Americans with Disabilities Act of 1990, pertaining to the provision of reasonable academic adjustments/auxiliary aids for disabled students. In accordance with Section 504 and ADA guidelines, UH strives to provide reasonable academic adjustments/auxiliary aids to students who request and require them. If you believe that you have a disability requiring an academic adjustments/auxiliary aid, please

contact [the Justin Dart Jr. Student Accessibility Center](#) (formerly the Justin Dart, Jr. Center for Students with Disabilities).

Recording of Class

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the instructor. If you have or think you may have a disability such that you need to record class-related activities, please contact the [Justin Dart, Jr. Student Accessibility Center](#). If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use instructor's recordings for their own studying and notetaking. Instructor's recordings are not authorized to be shared with *anyone* without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

Recommended Language

Resources for Online Learning

The University of Houston is committed to student success, and provides information to optimize the online learning experience through our [Power-On](#) website. Please visit this website for a comprehensive set of resources, tools, and tips including: obtaining access to the internet, AccessUH, Blackboard, and Canvas; using your smartphone as a webcam; and downloading Microsoft Office 365 at no cost. For questions or assistance contact UHOnline@uh.edu.

Title IX/Sexual Misconduct

Per the UHS Sexual Misconduct Policy, your instructor is a “responsible employee” for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office. Please know there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/>.

Security Escorts and Cougar Ride

UHPD continually works with the University community to make the campus a safe place to learn, work, and live. Our Security escort service is designed for the community members who have safety concerns and would like to have a Security Officer walk with them, for their safety, as they make their way across campus. Based on availability either a UHPD Security Officer or Police Officer will escort students,

faculty, and staff to locations beginning and ending on campus. If you feel that you need a Security Officer to walk with you for your safety please call [713-743-3333](tel:713-743-3333). Arrangements may be made for special needs.

Parking and Transportation Services also offers a late-night, on-demand shuttle service called Cougar Ride that provides rides to and from all on-campus shuttle stops, as well as the MD Anderson Library, Cougar Village/Moody Towers and the UH Technology Bridge. Rides can be requested through the UH Go app. Days and hours of operation can be found at <https://uh.edu/af-university-services/parking/cougar-ride/>.

Syllabus Changes

Please note that the instructor may need to make modifications to the course syllabus. Notice of such changes will be announced as quickly as possible through (*specify how students will be notified of changes*).

Helpful Information

Coogs Care: <https://uh.edu/dsa/coogscare/>

Student Health Center: <https://www.uh.edu/healthcenter/>

UHLC Syllabus Best Practices: Suggested and Required Language

A. University or Law School Recommended Language:

1. Accessibility and Accommodations

UHLC is committed to ensuring that all students enjoy equal access and full participation.

If you anticipate or experience barriers based on a disability (including any chronic or temporary medical or mental health condition), please feel free to reach out to me so that we may discuss options. If you require any support services, you may contact Ms. Samantha Ary, Academic Records Coordinator. Ms. Ary is located in room 44A TU-II in the Office of Student Services suite, and she can be reached at sary@central.uh.edu or 713-743-7466. Requests for accommodation that involve graded assignments **must be directed to Ms. Ary** and should be made as soon as possible to allow adequate time to document and to process the request.

If you observe religious or cultural holidays that will coincide with synchronous class sessions or conferences, please let me know as soon as possible, so that we may make arrangements.

2. Honor Code

The UHLC Honor Code applies to all aspects of my class. *You are responsible for knowing all Honor Code provisions and for complying with the Honor Code.* Please ask me if you have any questions

regarding how the Honor Code's provisions apply to specific activities or situations related to my course. *It is an Honor Code violation to review the graded assignments distributed to, or written by, any of my students from prior years.*

B. University and Law School Required Language:

1. Counseling and Psychological Services

Counseling and Psychological Services "Let's Talk" program ("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 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 , a drop-in consultation service at convenient locations and hours around campus.

The Texas Lawyers' Assistance Program ("TLAP") also supports law students who are dealing with stress, anxiety, depression, substance abuse, and other mental health problems. You can reach TLAP at any time at 1-800-343-8527. TLAP's website includes a page with links to sources about mental health that are of interest to law students: <https://www.tlaphelps.org/law-students>.

2. Anti-Discrimination and Sexual Misconduct Policies

UHLC and the University of Houston are committed to maintaining and strengthening an educational, working, and living environment where students, faculty, staff, and visitors are free from discrimination and sexual misconduct. If you have experienced an incident of discrimination or sexual misconduct, a confidential reporting process is available to you. For more information, please refer to the University System's Anti-Discrimination Policy SAM 01.D.07 Sexual Misconduct Policy SAM 01.D.08and .

Please be aware that under the sexual misconduct policy, SAM 01.D.08, faculty and other University employees are required to report to the University any information received regarding sexual misconduct as defined in the policy. Due to this reporting requirement, faculty members and other employees are not a confidential resource. The reporting obligations under the sexual misconduct policy extends to alleged conduct by University employees and students.