

CORPORATIONS
PROFESSOR ANDREW A. SCHWARTZ

COURSE INFORMATION

Class Meetings

- Tuesday, Thursday, 10:25-11:40 a.m.
- Wolf Law 207

Required Materials

- KLEIN ET AL., BUSINESS ASSOCIATIONS: CASES AND MATERIALS ON AGENCY, PARTNERSHIPS, AND CORPORATIONS (8th ed. 2012)
- KLEIN ET AL., BUSINESS ASSOCIATIONS: STATUTES AND RULES (2008 or later ed.)

Course Structure

- Students will be called on at random in class and will be expected to be prepared to discuss the relevant assignment.
 - If you are unprepared, please leave a note to that effect on the lectern before class, and I will not call on you that day.
 - Class attendance is mandatory. If you will be absent, please send me an email in advance explaining the circumstances.
- A seating chart will be circulated on the second day of class, so please choose a seat that day where you will be comfortable for the semester.
- Please bring the Casebook and Statutes to every class.

First Assignment

- Read and be prepared to discuss Casebook pages 176-81, as well as Del. Gen. Corp. L. §§ 101-102, 106, found in the Statute book.

Examination, Class Participation and Grading

- Your grade will be based solely on an in-class final examination consisting of multiple choice and essay questions.
- Class participation is a vital part of this course, and all students are expected to contribute to the classroom discussion. To facilitate a free and diverse exchange of ideas and viewpoints, your class participation will not affect your grade.

Contact Information and Office Hours

- Email: andrew.schwartz@colorado.edu
- Phone: (303) 492-8724
- Office: Wolf Law 408
- Hours: Tuesdays, 1-2 p.m., or by appointment

University Disclosures and Policies

- If you qualify for accommodations because of a disability, please submit to me a letter from Disability Services in a timely manner so that your needs can be addressed. Disability Services determines accommodations based on documented disabilities. Contact: 303-492-8671, Center for Community N200, and <http://www.colorado.edu/disabilityservices>. If you have a temporary medical condition or injury, see guidelines at <http://www.colorado.edu/disabilityservices/go.cgi?select=temporary.html>. Disability Services' letters for students with disabilities indicate legally mandated reasonable accommodations. The syllabus statements and answers to Frequently Asked Questions can be found at <http://www.colorado.edu/disabilityservices>.
- Campus policy regarding religious observances requires that faculty make every effort to deal reasonably and fairly with all students who, because of religious obligations, have conflicts with scheduled exams, assignments or required attendance. See full details at http://www.colorado.edu/policies/fac_relig.html.
- Students and faculty each have responsibility for maintaining an appropriate learning environment. Those who fail to adhere to such behavioral standards may be subject to discipline. Professional courtesy and sensitivity are especially important with respect to individuals and topics dealing with differences of race, color, culture, religion, creed, politics, veteran's status, sexual orientation, gender, gender identity and gender expression, age, disability, and nationalities. Class rosters are provided to the instructor with the student's legal name. I will gladly honor your request to address you by an alternate name or gender pronoun. Please advise me of this preference early in the semester so that I may make appropriate changes to my records. See policies at <http://www.colorado.edu/policies/classbehavior.html> and at http://www.colorado.edu/studentaffairs/judicialaffairs/code.html#student_code.
- The University of Colorado at Boulder Discrimination and Harassment Policy and Procedures, the University of Colorado Sexual Harassment Policy and Procedures, and the University of Colorado Conflict of Interest in Cases of Amorous Relationships policy apply to all students, staff, and faculty. Any student, staff, or faculty member who believes s/he has been the subject of sexual harassment or discrimination or harassment based upon race, color, national origin, sex, age, disability, creed, religion, sexual orientation, or veteran status should contact the Office of Discrimination and Harassment (ODH) at 303-492-2127 or the Office of Student Conduct (OSC) at 303-492-5550. Information about the ODH, the above referenced policies, and the campus resources available to assist individuals regarding discrimination or harassment can be obtained at <http://www.colorado.edu/odh>.
- All students of the University of Colorado at Boulder are responsible for knowing and adhering to the academic integrity policy of this institution. Violations of this policy may include: cheating, plagiarism, aid of academic dishonesty, fabrication, lying, bribery, and threatening behavior. All incidents of academic misconduct shall be reported to the Honor Code Council (honor@colorado.edu; 303-735-2273). Students who are found to be in violation of the academic integrity policy will be subject to both academic sanctions from the faculty member and non-academic sanctions (including but not limited to university probation, suspension, or expulsion). Other information on the Honor Code can be found at <http://www.colorado.edu/policies/honor.html> and at <http://www.colorado.edu/academics/honorcode/>.

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SYLLABUS

The Nature of the Corporation

Class 1: 176-81¹
Class 2: 181-187, 190-198
Class 3: 251-267

The Duties of Officers, Directors, and Other Insiders

Class 4: 308-22, 324-26
Class 5: 334-39, 345-55
Class 6: 355-65, 368-72
Class 7: 326-33, 390-398

Shareholder Derivative Actions

Class 8: 201-10
Class 9: 210-25
Class 10: 225-50

Indemnification and Insurance

Class 11: 503-15

Disclosure and Fairness

Class 12: 399-414
Class 13: 433-46, 451-57
Class 14: 462-93
Class 15: 494-502

¹ All readings are from the Casebook. Any and all statutes cited in the reading should be reviewed in the Statutes book.

Problems of Control

Class 16: 516-31
Class 17: 542-46, 562-69
Class 18: 576-81, 589-606
Class 19: 613-25, 633-34
Class 20: 646-54
Class 21: 675-82, 686-94

Mergers, Acquisitions, and Takeovers

Class 22: 695-705
Class 23: 706-24
Class 24: 739-49
Class 25: 749-61
Class 26: 761-72
Class 27: Review