

## **BUSINESS ASSOCIATIONS SYLLABUS AND CLASS POLICIES FALL 2023**

Caroline Bradley

**Casebook:** Stephen M. Bainbridge, BUSINESS ASSOCIATIONS: CASES AND MATERIALS ON AGENCY, PARTNERSHIPS, LLCs, AND CORPORATIONS (11th Edition, 2021)

This syllabus includes mostly the cases in the Casebook. As the semester develops I will add a small number of additional cases. The syllabus is indicative and weekly assignments may need to be adjusted.

**Course Assessment:** Your performance in this course will be assessed by means of a three-hour, in-class, closed book examination. Past exams are available from the class blog. Please verify your attendance via the UM online attendance system. You are entitled to three unexplained absences from class during the semester. You may send me an email to explain an absence from class or contact the Dean of Students' office.

I reserve the right to lower the grade of anyone who misses more than three classes without informing me of the reason for their absence. I also reserve the right to drop from class a student who misses a substantial number of classes (whether or not those absences are explained). If you miss a class please do ask me if you have any questions about the material you missed. Consistent and useful participation in class may raise your grade.

### **Class Recordings:**

Students are expressly prohibited from recording any part of this course. Meetings of this course might be recorded by the University. Any recordings will be available to students registered for this class as they are intended to supplement the classroom experience. Students are expected to follow appropriate University policies and maintain the security of passwords used to access recorded lectures. Recordings may not be reproduced, shared with those not in the class, or uploaded to other online environments. If the instructor or a University of Miami office plans any other uses for the recordings, beyond this class, students identifiable in the recordings will be notified to request consent prior to such use.

### **Wellbeing:**

If you have concerns about your personal wellbeing or that of a classmate, please reach out to Student Affairs at [deanofstudents@law.miami.edu](mailto:deanofstudents@law.miami.edu) or any of the resources of the resources listed on our wellbeing website ([student.law.miami.edu/wellbeing](http://student.law.miami.edu/wellbeing)). If you ever find yourself struggling to afford groceries or basic nutrition, please take advantage of our food pantry located in F205.

### **Accessibility**

The University of Miami School of Law is committed to creating an inclusive learning environment that meets the needs of our diverse student body. If you have a disability (including physical or mental health challenges) and need academic accommodations, please contact Student Accessibility Services via email at [access@law.miami.edu](mailto:access@law.miami.edu). Please note that accommodations are not retroactive; students are encouraged to contact the office and inquire

about any disability-related needs within the first weeks of the semester.

### **Title IX:**

The University of Miami seeks to maintain a safe learning, living, and working environment free from all types of sexual misconduct including but not limited to: Dating Violence, Domestic Violence, Sex- or Gender-Based Discrimination, Sexual Assault (including Sexual Battery), Sexual Exploitation, Sexual Harassment, and Stalking. This also includes protection from discrimination for pregnant students. For additional information about the University's efforts to prevent, stop, and address sexual misconduct, including resources and reporting options, please visit [www.miami.edu/titleix](http://www.miami.edu/titleix) or contact the University's Title IX Office at [titleixcoordinator@miami.edu](mailto:titleixcoordinator@miami.edu).

### **Honor Code and Academic Integrity**

All work submitted by students is expected to be your own work. The use of AI large language models (such as ChatGPT), in writing academic work for this course, including papers, exams, and other assignments, is prohibited unless expressly identified in writing by me as an appropriate resource for the academic work or exam.

Where the use of AI is permitted, content composed by any resource other than by you must be attributed through proper citation. Students may be required to provide the source and the specific generative AI outputs relied upon, so you should keep a record of interactions with generative AI for coursework. If not expressly identified in writing by the professor, any use of large language model AI will be considered plagiarizing, cheating, and/or the utilization of unauthorized materials and will be subject to disciplinary action subject to sanctions in accordance with the Law School's Honor Code.

### **WEEK 1: [August 22, 24]**

**Reading Assignment: Casebook pages 1-34** (Gorton v Doty, A. Gay Jenson Farms v Cargill, Inc., Mill Street Church of Christ v Hogan, Ackerman v Sobol Family Partnership LLP, Watteau v Fenwick)

Note: You can access the Restatement 3rd of Agency via the Hein Online link [on the Law School Library web page](#) (look in Hein Online and then find the American Law Institute Library).

### **WEEK 2 [August 29, 31]**

**Reading Assignment: Casebook pages 34-82** (Botticello v Stefanovicz, Hoddeson v Koos, Atlantic Salmon v Curran, Humble Oil v Martin, Hoover v Sun Oil, Murphy v Holiday Inns, Miller v McDonald's, Ira S Bushey & Sons v US, Manning v Grimsley, Arguello v Conoco, Majestic Realty v Toti Contracting, Reading v Regem, Rash v JV Intermediate, Town & Country House & Home Service v Newbery)

### **WEEK 3 [September 5, 7]**

**Reading Assignment:** Please read the **Florida Revised Uniform Partnership Act** (the Florida version of the Revised Uniform Partnership Act) (link provided via the class blog). It is a good idea to have a sense of the entire statute although we will focus on some specific provisions.

Please also read **Casebook pages 92-149** (Fenwick v Unemployment Compensation Commission, Martin v Peyton, Southex Exhibitions v Rhode Island Builders Association, Young v Jones, Meinhard v Salmon, Sandvick v LaCrosse, Meehan v Shaughnessy, Lawlis v Kightlinger & Gray, In Re Fulton, National Biscuit Company v Stroud, Summers v Dooley, Day v Sidley & Austin)

**WEEK 4 [September 12, 14]**

**Reading Assignment: Casebook pages 150-178** (Giles v Giles Land Company, Kovacik v Reid, G&S Investments v Belman, In Re El Paso Pipeline Partners LP Derivative Litigation).

**WEEK 5 [September 19, 21]**

**Casebook pages 871-931** (LLCs and add digital organizations)( Duray Developments LLC v Perrin, Elf Atochem North America Inc. v Jaffari, Fisk Ventures LLC v Segal, Netjets Aviation Inc. v LHC Communications LLC, McConnell v Hunt Sports Enterprises, Racing Investment Fund 2000 LLC v Clay Ward Agency, Inc., VGS v Castiel, Reese v Newman, Haley v Talcott)

**WEEK 6 [September 26, 28]**

**Reading Assignment: Casebook pages 179-224** ( Boilermakers Local 154 Retirement Fund v Chevron Corp., [add **Salzberg v. Sciabacucchi** (Del. Sup. 2020)] Walkovsky v Carlton, Sea-Land Services Inc. v Pepper Source , Frigidaire Sales Corp. v Union Properties Inc., A.P. Smith Manufacturing Co. v Barlow, Dodge v Ford Motor Co, Shlensky v Wrigley)

**WEEK 7 [October 3, 5]**

**Reading Assignment: Casebook pages 225-273** (corporations- duty of care, duty of loyalty) (Kamin v American Express Company, Smith v Van Gorkom, Francis v United Jersey Bank, Bayer v Beran, Benihana of Tokyo v Benihana, Broz v Cellular Information Systems Inc., In Re eBay Inc. Shareholders Litigation).

**WEEK 8 [October 9-13 Fall Break]**

**WEEK 9 [October 17, 19]**

**Reading Assignment: Casebook pages 273-313** (Sinclair Oil Corp. v Levien, Zahn v Transamerica, Fliegler v Lawrence, In re Investors Bancorp, Inc. Stockholder Litigation, In Re the Walt Disney Co. Derivative Litigation, Stone v Ritter) [add Marchand v Barnhill (Del. Supr. 2019)]

**WEEK 10 [October 24, 26]**

**Reading Assignment: Casebook pages 314-365** (derivative litigation) [edit to reflect Brookfield Asset Management v Rosson (Del. 2021) and United Food and Commercial Workers Union v. Zuckerberg (Del. 2021)] [add In re Tesla Motors, Inc. Stockholder Litigation (Del. 2023), In re Oracle Corporation Derivative Litigation (Del. Ch. 2019 and 2020)] (Cases in the CB: In Re Medtronic Inc. Shareholder Litigation, Grimes v Donald, Marx v Akers, Auerbach v Bennett, Zapata v Maldonado, Delaware County Employees Retirement Fund v Sanchez, City of

Birmingham Ret. and Relief System v Good)

**WEEK 11 [October 31, November 2]**

Control: Weinberger v UOP, Kahn v M&F Worldwide CB pp 686-716; Corwin v KKR Financial Holdings LLC CB pp 778-782.

**WEEK 12 [November 7, 9]**

**Reading Assignment: Casebook pages 365-422** (Robinson v Glynn, Doran v Petroleum Management Corp., Escott v Bar-Chris Construction Corp., Halliburton Co. v Erica P John Fund, Inc., West v Prudential Securities, Inc., Santa Fe Industries v Green, Deutschman v Beneficial Corp.)

**WEEK 13 [November 14, 16]**

**Reading Assignment:** Casebook pages 423-458 (Goodwin v Agassiz, SEC v Texas Gulf Sulphur, Dirks v SEC, Salman v US, US v O'Hagan)

**WEEK 14 [November 21]**

Review questions and problems.

**WEEK 15 [November 28]**

Review questions and problems.

**After Classes end we will have an additional review session.**