

**Business Law – MGT/MGP 215**  
**Wednesdays, 6:30PM-9:30PM, Classroom GH 2310**

*SYLLABUS - SPRING 2019*

**Course Resources**

Instructors: Carissa Bouwer, JD  
Shannon Kahn, JD  
Email: [carissa.bouwer@dlapiper.com](mailto:carissa.bouwer@dlapiper.com), [srebholz@gmail.com](mailto:srebholz@gmail.com) (Please indicate “MGT/MGP 215” in subject line)  
Office Hours: After class, by appointment and by phone  
Textbooks: Bagley, Constance E., *Managers and the Legal Environment: Strategies for Business*, Ninth edition. South-Western Cengage Learning, 2019, Print. ISBN: 9781337555081.  
<https://www.cengage.com/c/managers-and-the-legal-environment-strategies-for-business-9e-bagley?filterBy=Student>

**Course Objective**

In order to excel, managers and entrepreneurs must understand the legal environment within which they operate. This course will explore the interplay of law, business and society from the perspective of business managers. While time will be spent learning to identify legal issues, the core focus of the course will be on learning to manage them. For certain topics, guest lecturers, each with a different legal specialty, will provide their perspective and answer your many questions.

The course will cover many practical topics, including choice of business entity (corporations vs. LLCs vs. partnerships), getting the most out of your company’s legal advisors, planning for exit events, alternative dispute resolution and strategies for negotiating legal documents. Time will also be spent considering the most relevant law in specific subject areas, including the law of contracts, torts, products liability, intellectual property, employment, real property, creditor relations, bankruptcy and securities, among others.

Success in the marketplace is not the product of financial returns alone—it is measured by the relative values of returns and risk. Much of business school focuses on generating returns—but few MBA courses teach you how to evaluate and minimize risk. Keep this perspective in mind as we explore the materials.

**Eligibility**

Students who have attended a US law school must seek instructor approval.

**Participation & Attendance**

Class participation is a factor in grading. Students are expected to be prepared to discuss reading assignments and to engage in class discussions. Quality of participation is more important than quantity.

Attendance is mandatory, and a factor in grading. Unless you are ill, injured, have an urgent medical appointment, or are unable to attend class for some other very good reason, you should be in attendance. It is understood and anticipated scheduling issues arise, including employment related conflicts that may be out of the control of students. Accordingly, missing a class for good reason will not affect a student’s grade. However, with only ten classes multiple absences, even if for good reason, may impact a student’s grade. Students should contact the instructor immediately if something significant takes place in their life that is likely to cause them to miss more than one class period. Often arrangements can be made to alleviate or minimize (depending on the number of absences) any effect on grades. Delays in contacting the instructor, however, reduce the options available for addressing the situation.

While attendance and participation are, collectively, a weighted item in determining overall grades, there are minimum expectations to pass. Four or more absences, or three absences coupled with a lack of participation when present, could result in a failing grade despite other coursework.

### **Laptops and Cell Phones**

Laptop screens can be a distraction to other students when used for purposes unrelated to class. While laptops are allowed, please limit your use to taking notes and viewing materials related to our discussion. Please also turn your cell phones to silent and avoid checking them during class. If you have some important reason to have your cell phone out, please let me know prior to the start of class.

### **Homework**

Homework will be assigned, and should be submitted on the due date indicated. Each homework assignment will receive a grade based on a 100 point scale. Each student's lowest homework score will be dropped and their remaining homework scores averaged in determining the final homework grade. Late homework will be accepted, but will be noted. Repeated late submissions will be factored into the participation/attendance grade. All homework assignments must be complete to receive a passing grade—i.e., you may not simply skip an assignment expecting to use that as your drop.

Each homework assignment will involve answering one or more questions. Generally, the questions will be open-ended and require a thoughtful response. Students may not spend more than a few sentences, if any, repeating or rephrasing the issue(s) being addressed. Do not regurgitate the text or a secondary source, and cite any secondary sources used (though none are required). A good answer will demonstrate an ability to identify issues, an ability to identify relevant facts, and an ability to apply the law to a situation or fact pattern.

### **Pre-class Assignment**

There are some legal underpinnings that will set the foundation for the quarter, but it will also be advantageous to get them out of the way quickly in order to move on to more practical topics.

**Accordingly, please read chapters 1-3 prior to the first class.**

### **Examinations**

The midterm will take place during the fourth class, on **April 24th**. It will cover chapters 1-5 only. The purpose of the midterm is to ensure a solid understanding of the fundamentals. The midterm will be closed book/note, and the format will be multiple choice.

The final exam will likely be an open-book take-home exam directed at both particular issues and major themes. The format will be short answer, fill-in and short-essay responses.

### **Project**

Near the end of the quarter a take-home project will be given. The details of the final project will be discussed in class but the purpose of the project will be to reinforce intellectual property, business organization and corporate governance issues.

### **Performance Evaluation**

Classroom Participation	20%
Homework (excluding lowest)	20%
Midterm 1 (chapters 1-5 only)	15%
Project	15%
Final Exam	30%

Note that 85% of your grade is based on participation, homework, a project and an open-book take-home exam. These are all well within your control, and generally provide an opportunity to obtain, through preparation and hard work, whatever grade you desire.

### **Class Webpage**

The class webpage can be accessed through Canvas. Students are responsible for any postings or emails.

### **Anticipated Class Schedule (Subject to Change)**

April 3 (Bouwer) - Chapters 1-3  
April 10 (Bouwer) - Chapters 3-5

April 17 (Kahn) -	Chapters 7-8;
April 24 (Bouwer) -	Chapter 18; <b>Midterm 1</b>
May 1 (Bouwer) -	Chapters 11 and 17
May 8 (Bouwer) -	Chapter 9-10
May 15 (Kahn) -	Chapters 19-21
May 22 (Kahn) -	Chapters 16 and 22; <b>Project Due</b>
May 29 (Kahn) -	Chapter 12-13
June 5 (Kahn) -	Chapter 23
June 12 -	<b>Take Home Final Exam Due</b>

Note: We will not cover chapters 6, 14, 15 and 24 of the text, as well as portions of some of the other chapters. Keep in mind that some of the topics covered in the text are entire semester long classes, or even multi-term classes, in law school. Making the best use of our 3 units requires leaving some less important topics off of the table, or we run the risk of going too shallow on what we do cover.

### **About the Instructor**

Carissa Bouwer is an associate at DLA Piper LLP law firm in downtown Sacramento ([www.dlapiper.com](http://www.dlapiper.com)). She assists clients in selecting, registering and protecting their trademarks and trade dress. She also advises clients on copyright issues, IP licensing, advertising, social media, sweepstakes, contests and gift card laws. Carissa received her B.A. from George Washington University in Washington D.C. and her J.D. from University of Pacific McGeorge School of Law.

Shannon Kahn is currently an Associate Director for Private Sector Counseling and Programs at UC Berkeley School of Law. From 2015-2019, she was an Associate Director of Career Services at King Hall. She received a J.D. from Columbia Law School in 2008. After graduation, she clerked for the Honorable Robert W. Sweet, U.S. District Court for the Southern District of New York, and then worked as an associate in the New York office of Debevoise & Plimpton LLP. During her six years at Debevoise, she represented public and private companies and private equity sponsors on a variety of restructuring transactions. Shannon received her B.A. in Politics from Princeton University in 2003.