

**Professor Nelson**  
**Business Organizations**  
**Spring 2022**

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.

Method of Delivery and Office Hours

This course will be delivered via Zoom at the assigned time. If you would like to make an appointment to speak outside of class, please feel free to email me at [jdnelso3@central.uh.edu](mailto:jdnelso3@central.uh.edu) so that we can schedule a meeting.

Course Materials

Readings for the course will come from two main sources:

(1) William T. Allen, Reinier Kraakman & Vikramaditya S. Khanna, Commentaries and Cases on the Law of Business Organization, Sixth 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. 7-33 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.

### 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.

### 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 [Center for Students with DisABILITIES](#). 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.

### Syllabus Changes

Due to the changing nature of the COVID-19 pandemic, please note that the instructor may need to make modifications to the course syllabus and may do so at any time. Notice of such changes will be announced as quickly as possible by email.

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)