

BUSINESS ORGANIZATIONS (5421/18308)
Fall 2026
T/Th 5:30-7:30 pm; face-to-face instruction

Professor Douglas Moll
713-743-2172; dmoll@central.uh.edu; Office 431B

I. Course Description

The course (Business Organizations) concerns the state and federal law applicable to partnerships, corporations, LLCs, and other similar entities. In general, the course deals with the formation, operation, and dissolution of these various types of business enterprises. The readings focus upon the legal rights, privileges, and obligations associated with the entities themselves, as well as with their owners, directors, managers, and employees. Both doctrinal principles and policy underpinnings will be explored and emphasized throughout the class.

II. Learning Outcomes and Assessment Method

As a result of this course, students will be able to: (1) demonstrate an understanding of how partnerships, corporations, and limited liability companies are formed, governed/operated, and dissolved; (2) demonstrate an understanding of the fiduciary duties and other legal obligations owed in partnerships, corporations, and limited liability companies; and (3) evaluate the advantages and disadvantages of operating a business in the partnership, corporation, and limited liability company forms.

Your grade in this class is based entirely upon an open-book exam given at the end of the semester, less any adjustment for unacceptable panel performance (see below).

III. Office Hours

My office hours are by appointment. Please feel free to call me or e-mail me to make an appointment. My office is located at 431B, my telephone number is 713-743-2172, and my e-mail address is dmoll@central.uh.edu. My assistant, Nazanin Salehi, can be reached at nsalehi2@central.uh.edu.

IV. Course Materials

Readings for the class will be drawn from two primary sources:

- (1) Jonathan R. Macey & Douglas K. Moll, The Law of Business Organizations: Cases, Materials, and Problems (15th ed. 2024) (West Academic Publishing). This will be our casebook for the class.
- (2) Jonathan R. Macey & Douglas K. Moll, Statutory Supplement to The Law of Business Organizations: Cases, Materials, and Problems (15th ed. 2024) (West

Academic Publishing). This is the book of statutes that accompanies our casebook. *Your casebook frequently refers to materials in this book of statutes. Be sure to read the statutory references as they are a critical component of the course.*

Please note: You will not be able to use ELECTRONIC versions of the textbooks or other assigned materials when taking the final exam with the exam software. Similarly, you will not be able to use ELECTRONIC versions of your outline, notes, or other study materials on the exam. PRINT copies of textbooks, other assigned materials, outlines, notes, or other study materials are fine and may be used on the exam.

III. Class Preparation

I will distribute or announce specific reading assignments in class. Such assignments will generally cover the next week or two of the course. Please be advised that these reading assignments may be altered based upon the amount of material that we get through in class. If any alterations do occur, I will announce them as soon as possible.

Business Organizations covers a tremendous amount of material. *As a consequence, it is essential that you prepare for class on a regular basis or you will find yourself overwhelmed at examination time. In addition, because later classes build upon concepts learned in earlier sessions, you will quickly be left behind without regular preparation.* To this end, I have tried to make the reading assignments manageable and reasonable (i.e., not too short, not too long) without sacrificing coverage of the critical topics of the course. *You will find that your time spent in class preparation and in class attendance is useful (if not essential) for learning the subject matter of the course and for doing well on the examination.*

IVI. Class Participation

At the Law Center, we are committed to ensuring inclusive online and classroom learning spaces, where you'll be treated with respect and dignity, and where everyone is provided the equitable opportunity to participate, contribute, and succeed. I encourage you to speak up and to share your views, but also understand that you are doing so in a learning environment in which we're all expected to engage respectfully and with regard to the dignity of all others.

I will question students in panels of 3-4 students per class. I will pass around a sign-up sheet (or provide a link to one) periodically throughout the course and each student will be required to sign up for a designated number of panels.

If for some reason you are unable to be present or prepared on your panel day, it is your responsibility to switch days with someone else and to inform me of the switch *before the class begins*. If a class is cancelled for some reason, the panel for that day will be rescheduled. All other panels will keep their previously assigned days.

In general, panel members will be questioned on materials that were assigned for that particular day. As mentioned, however, reading assignments may be altered based upon the amount

of material that we cover in class. To this extent, you are on notice that your panel may be responsible for material that was not initially designated for discussion on your particular panel date.

Participation by non-panel members is welcomed and encouraged. Pursuant to Law Center guidelines, I reserve the right to lower your final grade by one-third of a letter grade (e.g., from a B to a B-) if you are absent or unprepared on any of your assigned panel days. Any student who is absent or unprepared on two panel days will be dropped from the course. (Note: if you are taking this course on a pass/fail basis, I reserve the right to drop you from the course if you are absent or unprepared on any of your assigned panel days.)

VI. Class Attendance

The Law Center requires students to attend at least 80% of the scheduled classes. Any student who attends fewer than the minimum percentage of classes is to be automatically dropped from the course. I will take attendance by providing you with a link to a virtual attendance sheet. It is your responsibility to ensure that your daily attendance has been recorded (by clicking the link and providing the information requested) before I leave the classroom each day. This is particularly important if you arrive after class has begun. PLEASE NOTE: You can only indicate that you attended class for a particular day if you were present for at least half of that day's class.

If you have any attendance questions (e.g., how many classes have I missed so far), please contact my assistant, Nazanin Salehi, at nsalehi2@central.uh.edu.

VI. Instructor Evaluations

I welcome any comments or suggestions that you may have regarding my teaching style, class presentation, or any other subject. Please feel free to provide me with such comments during the course of the semester as they will help me to improve my teaching. I will carefully consider all of the comments and suggestions that I receive.

IX. Syllabus Changes

Please note that I may need to make modifications to the course syllabus and may do so at any time. Such modifications may include changes to the mode(s) of assessment for the course. Notice of such changes will be announced as quickly as possible.

X. Recording of Class

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without my advanced written consent. 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.

XI. Examination and Grading

The examination in this course will be entirely "open book." You may use any material that you wish, whether prepared by you or by someone else. Your grade in this course will be derived from your examination score less any adjustment for unacceptable panel performance (see above). The examination itself will be discussed as the semester progresses. ***I plan to give a proctored, hard copy exam at the Law Center on the scheduled date and time. You will NOT have the option to take the examination online or in a separate location. If this poses problems for you, you will need to drop the class.***

Please note: You will not be able to use ELECTRONIC versions of the textbooks or other assigned materials when taking the final exam with the exam software. Similarly, you will not be able to use ELECTRONIC versions of your outline, notes, or other study materials on the exam. PRINT copies of textbooks, other assigned materials, outlines, notes, or other study materials are fine and may be used on the exam.

XII. Honor Code

The UHLC Honor Code applies to all aspects of this course. You are responsible for knowing all Honor Code provisions and for complying with the Honor Code. Please inquire if you have any questions regarding how the Honor Code's provisions apply to specific activities or situations related to this course. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

XIII. Prohibition on the Use of Artificial Intelligence

The software technology known as artificial intelligence has recently expanded its capability to generate text and other work product (AI Generated Work Product). Examples of the technology include what are known as "generative" large language models (LLMs). These systems can generate text and other work product in response to prompts and/or input of other text/documents/code/images. The output, the AI Generated Work Product, appears to have human-mimicking "intelligence" and is thus potentially usable as a substitute for material one might generate themselves. AI Generated Work Product can include computer code or programs as well as human language content and materials.

Your continuing enrollment in this course obligates you to not knowingly prompt, generate, or use any AI Generated Work Product in relation to any activity or assessment in this course. This applies to AI Generated Work Product from yourself or others. This obligation includes that your assessment materials in the course be without any contribution from AI Generated Work Product.

This obligation specifically extends to not plagiarize any writing required of you for assessment in the course: AI Generated Work Product will be treated as from another/others in applying the plagiarism policy to this course. The term “assessment” means any material generated for this course that is submitted to the instructor or presented in a class session, regardless whether it is graded content or not. Assessments include mid-terms and final exams. AI Generated Work Product may not be used in the development or drafting of any assessments created by you in a non-proctored environment, such as a “take-home” final examination.

XIV. Mental Health and Wellness Resources

The University of Houston has a number of resources to support students’ mental health and overall wellness, including CoogsCARE and the UH Go App. UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment and sadness. CAPS provides individual and couples counseling, group therapy, workshops and connections to other support services on and off-campus. For assistance visit uh.edu/caps, call 713-743-5454, or visit a Let’s Talk location in-person or virtually. Let’s Talk are daily, informal confidential consultations with CAPS therapists where no appointment or paperwork is needed.

Need Support Now? - If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or the National Suicide and Crisis Lifeline: call or text 988, or chat 988lifeline.org.

XV. 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/>.

XVI. Reasonable Academic Adjustments / Auxiliary Aids

The University of Houston is committed to providing an academic environment and educational programs that are accessible for its students. Any student with a disability who is experiencing barriers to learning, assessment or participation is encouraged to contact the Justin Dart, Jr. Student Accessibility Center (Dart Center) to learn more about academic accommodations and support that may be available to them. Students seeking academic accommodations will need to register with the Dart Center as soon as possible to ensure timely implementation of approved accommodations. Please contact the Dart Center by visiting the website: <https://uh.edu/accessibility/> calling (713) 743-5400, or emailing jdcenter@Central.UH.EDU.

The Student Health Center offers a Psychiatry Clinic for enrolled UH students. Call 713-743-5149 during clinic hours, Monday through Friday 8 a.m. - 4:30 p.m. to schedule an appointment.

The A.D. Bruce Religion Center offers spiritual support and a variety of programs centered on well-being.

The Center for Student Advocacy and Community (CSAC) is where you can go if you need help but don't know where to start. CSAC is a "home away from home" and serves as a resource hub to help you get the resources needed to support academic and personal success. Through our Cougar Cupboard, all students can get up to 30 lbs of FREE groceries a week. Additionally, we provide 1:1 appointments to get you connected to on- and off-campus resources related to essential needs, safety and advocacy, and more. The Cougar Closet is a registered student organization advised by our office and offers free clothes to students so that all Coogs can feel good in their fit. We also host a series of cultural and community-based events that fosters social connection and helps the cougar community come closer together. Visit the CSAC homepage or follow us on Instagram: @uh_CSAC and @uhcupbrd. YOU belong here.