

Professor Nelson
Business Organizations
Course 5421 Section 12618
Spring 2026

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 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, & Vikramaditya S. Khanna, Commentaries and Cases on the Law of Business Organization, 2021-2022 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.

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.

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.

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.

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/>.

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.

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 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.

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.

AI Generated Text

The software technology known as artificial intelligence has recently expanded its capability to generate text (AI Generated Text). Examples of the technology include what are known as "generative" large language models (LLMs), and a specific implementation that is well known in the general public is ChatGPT. These systems can generate text in response to prompts and/or input of other text/documents/code/images. The output, the AI Generated Text, appears to

have human-mimicking “intelligence” and is thus potentially usable as a substitute for written work product one might generate themselves. AI Generated Text can include computer code or programs as well as human language content.

Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to not prompt, generate, obtain, read, or use any AI Generated Text in relation to any activity or assessment in this course. This pledge includes that your assessment work product in the course is without any contribution from AI Generated Text. This specifically extends to the plagiarism policy and unauthorized aid/materials parts of the Honor Code: AI Generated Text will be treated as from another/other in applying the plagiarism policy to this course. The term “assessment” means any work product generated for this course that is submitted to the instructor or presented in a class session, regardless of whether it is graded content or not. The parts of the Honor Code that refer to unauthorized materials or aid are specifically prohibited from any use of AI Generated Text in this course.