

Corporations Law

Classroom – In Person
Thursday 6:30 pm – 9:20 pm
Lance Metcalf, Adjunct Professor
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Office Hours: Available by Appointment

Welcome to class!! We will spend the semester together, learning about corporation law. In order to maximize your time in this class, please read this syllabus closely. It contains much of the information you need regarding how the class is set up, deadlines, and grading requirements.

The best way to reach me is via email at Lance.Metcalf@unt.edu. I will respond by the end of the next **business day** to your email. If you are unable to meet me during regular office hours, please email me. I make it a point to be accessible via email and we can try to schedule a different time to meet.

Attendance Policy: You are an adult. Class attendance is your choice and responsibility. Your attendance, as well as your focus during class, is critical to learning and understanding the material. **ADDITIONALLY, YOUR ATTENDANCE IS A SIGNAL TO ME OF THE LEVEL OF EFFORT THAT YOU ARE DEDICATING TO THIS CLASS.** Our class discussions will help you to absorb the material. Information discussed during class will be on the exams! The goal is to learn and understand the material, and not just memorize for an exam!

Accordingly, attendance WILL be a part of your final grade. Therefore, I will take class attendance. Given that this class meets once a week for three hours, I will take attendance twice every day of class. **Attendance will count 20% of your grade!** This means that solid attendance gives you an opportunity to earn an easy 100%, and that grade will count just as equally as an exam grade.

There are 12 non-exam class dates throughout the semester (attendance for exam days are not considered in the attendance grade). I am giving you two non-exam classes that you can miss without penalty and without any questions. With this in mind, if you have to miss, **PLEASE DO NOT INFORM ME THAT YOU HAVE TO MISS CLASS.** If you have an issue, please feel free to contact me to discuss – or simply talk with me after class! Any day missed simply counts as one of your two free misses. Each miss will count against your attendance grade – **regardless of the reason**; however, you will be starting with a score of 120 points for attendance. If you miss two full days, then you will still receive a 100% grade for attendance. Please treat this like sick time at work... If you use all your sick days and then miss another day, then you won't receive your pay for that day. Your attendance grade follows the same concept.

On the other hand, if you don't use the two free misses, then you will get extra credit! Here's how the attendance grade will work:

- There are 12 non-exam class dates throughout the semester.
- I will take attendance twice throughout each class period.
- Each attendance record will add 5 points to your attendance grade.
 - So, if you attend the entire class, you will get 10 points (5 points x 2 attendance records) per day.
 - If you miss the two free days, then you will have attended 10 days, which equals a grade of 100 for your attendance grade (10 points x 10 days = 100 points).
 - If you have perfect attendance, then you will get a grade of 120 (10 points x 12 days = 120 points!).
- Your attendance grade will count 20% of your final grade.

THERE WILL BE INFORMATION SHARED DURING CLASS THAT IS NOT IN THE TEXT, BUT WILL BE ON THE EXAM. With this in mind, solid attendance – as well as paying attention to the material discussed – will help you obtain the grade that you want in this class.

Class Participation: I may call upon students to answer questions and participate in class discussions. Attendance is different from participation. I will expect class participation to promote critical thinking and dialogue as we work through class subject matter. Therefore, you are expected to come to class having read the assignment and prepared to discuss the topic(s). We will also break up into groups from time to time during class with the expectation that each student will contribute to the group discussions and participate in the class discussion.

Canvas: Students are required to use the class page to access handouts, tests tips, assignments, etc. Students will need Adobe Acrobat Reader to access some of the postings. Students are encouraged to consult the course web page before class.

Office Hours: The best way to correspond with me is via email. I will respond by the end of the next **business day** to your email. Should your matter require a meeting, please schedule an appointment via email. I will also be available before class, during breaks, and after class for questions.

Academic Integrity Standards and Sanctions for Violations: According to UNT Policy 06.003, Student Academic Integrity, academic dishonesty occurs when students engage in behaviors including, but not limited to cheating, fabrication, facilitating academic, forgery, plagiarism, and sabotage. A finding of academic dishonesty may result in a range of academic penalties or sanctions ranging from admonition to expulsion from the University. Academic sanctions will range from warning to a failing grade in the course.

Acceptable Student Behavior: Student behavior that interferes with an instructor's ability to conduct a class or other students' opportunity to learn is unacceptable and disruptive and will not be tolerated in any instructional forum at UNT. Students engaging in unacceptable behavior will be directed to leave the classroom and the instructor may refer the student to the Dean of

Students to consider whether the student's conduct violated the Code of Student Conduct. The University's expectations for student conduct apply to all instructional forums, including University and electronic classroom, labs, discussion groups, field trips, etc. Visit UNT's [Code of Student Conduct](https://deanofstudents.unt.edu/conduct) (<https://deanofstudents.unt.edu/conduct>) to learn more.

Ultimately, everyone involved in this class should treat everyone else with respect. I will endeavor to begin on time, end on time, and use the class period productively.

Access to Information – Eagle Connect: Students' access point for business and academic services at UNT is located at: my.unt.edu. All official communication from the University will be delivered to a student's Eagle Connect account. For more information, please visit the website that explains Eagle Connect and how to forward e-mail [Eagle Connect](https://it.unt.edu/eagleconnect) (<https://it.unt.edu/eagleconnect>).

Emergency Notification & Procedures: UNT uses a system called Eagle Alert to quickly notify students with critical information in the event of an emergency (i.e., severe weather, campus closing, and health and public safety emergencies like chemical spills, fires, or violence). In the event of a University closure, please refer to Canvas or Blackboard for contingency plans for covering course materials.

ADA Statement/Disability Accommodation: UNT makes reasonable academic accommodation for students with disabilities. Students seeking accommodation must first register with the Office of Disability Accommodation (ODA) to verify their eligibility. If a disability is verified, the ODA will provide a student with an accommodation letter to be delivered to faculty to begin a private discussion regarding one's specific course needs. Students may request accommodations at any time, however, ODA notices of accommodation should be provided as early as possible in the semester to avoid any delay in implementation. Note that students must obtain a new letter of accommodation for every semester and must meet with each faculty member prior to implementation in each class. For additional information see the [ODA website](https://disability.unt.edu/) (<https://disability.unt.edu/>).

Retention of Student Records: Student records pertaining to this course are maintained in a secure location by the instructor of record. All records such as exams, answer sheets (with keys), and written papers submitted during the duration of the course are kept for at least one calendar year after course completion. Course work completed via the Canvas online system, including grading information and comments, is also stored in a safe electronic environment for one year. Students have the right to view their individual record; however, information about student's records will not be divulged to other individuals without proper written consent. Students are encouraged to review the Public Information Policy and the Family Educational Rights and Privacy Act (FERPA) laws and the University's policy. See UNT Policy 10.10, Records Management and Retention for additional information.

Student Perceptions of Teaching Effectiveness (SPOT): Student feedback is important and an essential part of participation in this course. The student evaluation of instruction is a requirement for all organized classes and UNT. The survey will be made available during weeks 13 and 14 for the long semesters to provide students with an opportunity to evaluate how this

course is taught. Students will receive an email from “UNT SPOT Course Evaluations via *IASystem* Notification” (no-reply@iasystem.org) with the survey link. Students should look for the email in their UNT email inbox. Simply click on the link and complete the survey. Once students complete the survey, they will receive a confirmation email that the survey has been submitted. For additional information, please visit the spot website at www.spot.unt.edu or email spot@unt.edu.

Sexual Discrimination, Harassment, & Assault: UNT is committed to providing an environment free of all forms of discrimination and sexual harassment, including sexual assault, domestic violence, and stalking. If you (or someone you know) has experienced or experiences any of these acts of aggression, please know that you are not alone. The federal Title IX law makes it clear that violate and harassment based on sex and gender are Civil Rights offenses. UNT has staff members trained to support you in navigating campus life, accessing health and counseling services, providing academic and housing accommodations, helping with legal protective orders, and more.

UNT’s Dean of Students’ website offers a range of on-campus and off-campus resources to help support survivors, depending on their unique needs: http://deanofstudents.unt.edu/resources_0. Renee LeClaire McNamara is UNT’s Student Advocate and she can be reached through email at SurvivorAdvocate@unt.edu or by calling the Dean of Students’ office at 940-565-2648. You are not alone. We are here to help.

Emergency Evacuation Procedures for Business Leadership Building:

Severe Weather In the event of severe weather, all building occupants should immediately seek shelter in the designated shelter-in-place area in the building. If unable to safely move to the designated shelter-in-place area, seek shelter in a windowless interior room or hallway on the lowest floor of the building. All building occupants should take shelter in rooms 055, 070, 090, and the restrooms on the basement level or in rooms 170, 155, and restrooms 122, 182 or 183 on the first floor.

Bomb Threat/Fire In the event of a bomb threat or fire in the building, all building occupants should immediately evacuate the building using the nearest exit. Once outside, proceed to the designated assembly area. If unable to safely move to the designated assembly area, contact one or more members of your department or unit to let them know you are safe and inform them of your whereabouts. Persons with mobility impairments who are unable to safely exit the building should move to a designated area of refuge and await assistance from emergency responders. All building occupants should immediately evacuate the building and proceed to the south side of Crumley Hall in the grassy area, west of parking lot 24.

Course Objectives

The objectives of BLAW 4450 are:

1. To enable students to understand the law of agency, corporate formation and structure, the rights and responsibilities of the participants in the organization and financing the corporation.
2. To enable students to understand basic ethical theories, ethical standards, and the ethical responsibilities of a corporation.
3. To enable students to distinguish between corporations and other business entities.
4. To enable students to articulate corporate legal principles and discuss how those principles impact the organization.
5. To enable students to improve critical thinking and communication skills through application of acquired knowledge in resolving real-world legal and ethical conflicts.
6. To enable students to further develop abilities to make sound legal and ethical decisions particularly in the business world.

Course Materials

Textbook: The Law of Corporations in a Nutshell, 8th Edition, by Richard D. Freer.

Handouts & Supplemental Materials: During the semester, handouts or supplemental materials may be assigned or distributed during class and/or on Canvas. These are intended to supplement the material in the text and to assist students in further understanding the material. If utilized, it is your responsibility to get these materials. They are not intended to be class notes or to substitute for class attendance.

Exams: Three exams will be administered during the semester as specified in the syllabus. On occasion, we may fall behind on topics scheduled to be covered on an exam. If such occurs, only topics actually covered in class prior to the exam will appear on the exam. Exams dates may be changed only in rare cases such as unscheduled holidays due to the weather or other events deemed notable by the UNT Administration.

Exams will begin promptly at the scheduled time and class period. Students who arrive after the exam has been distributed will be allowed to take the exam; provided, however, that after a student has completed and turned in his or her exam, the exam will be considered to have been completely administered. No one arriving after that time will be allowed to take the exam and will be deemed to have missed the exam.

Make-Up Exams: The exams are scheduled at the beginning of this course. Please schedule these exam dates in your calendar system. Please treat the attendance of each exam just as you would treat a presentation that you are scheduled to provide to your future employer of a professional level job. Missing a presentation for your employer would not reflect positively on your performance and reputation. In **very exceptional circumstances only**, a student who must miss an exam will be allowed to take the examination early. Exceptional circumstances are

unforeseen, undocumented, unpredictable, legitimate, and out of your control. No make-up exams will be given after the class has taken the exam.

Take Home Cumulative Assignment: ***DUE DATE – DAY OF FINAL EXAM!!!*** I will assign a take home **cumulative** assignment at some point before the Thanksgiving holidays. This assignment will cover questions for material covered during the entire semester, but will be open book. You will not be permitted to work together – it must be your own work. However, you can use the textbook, class notes and power point slides to complete the assignment. **You will be expected to bring the assignment with you when you arrive to take your final exam.** If you wish to turn in the assignment early, please make prior arrangements with me. However, this assignment will not be accepted after you turn in your final exam. **ABSOLUTELY NO EXCEPTIONS!!!** You will be provided plenty of time to complete this assignment, so I urge you to plan your life accordingly, prioritize this assignment to make sure that last minute problems will not impact you.

Grading Policy and Scale:

Grade Values:

Exam One	20%
Exam Two	20%
Final Exam	20%
Take Home Cumulative Assignment	20%
<u>Attendance (See Attendance Policy)</u>	<u>20%</u>
Total	100%

Grading Scale:

A.....	90-100%
B.....	80-89%
C.....	70-79%
D.....	60-69%
F.....	0-59%

PLEASE READ THE CHAPTERS AND MATERIALS PRIOR TO THE DATE SUCH CHAPTER AND MATERIAL WILL BE COVERED IN CLASS!

Class Lecture, Reading Assignments and Exam Schedule

The following schedule reflects the approximate schedule for reading text materials. Exams will take place at the scheduled time and day, unless delayed due to weather or other extraordinary event.

August 21, 2025

- Introduction to the course, instructor, and materials
- Chapter 1 (Begin) – Modern Forms of Business and the Importance of Agency Law

August 28, 2025

- Chapter 1 (Finish) – Modern Forms of Business and the Importance of Agency Law
- Chapter 2 – The Corporation in Theory and in History

September 4, 2025

- Chapter 3 – Formation of Corporations
- Chapter 5 – The Distribution of Powers in a Corporation

September 11, 2025

- **EXAM #1**
 - **Chapters 1 – 3; and 5**

September 18, 2025

- Chapter 6 (Begin) – Shareholders

September 25, 2025

- Chapter 6 (Finish) – Shareholders
- Chapter 7 – Directors

October 2, 2025

- Chapter 8 – Officers
- Chapter 9 (Begin) – Fiduciary Duties

October 9, 2025

- Chapter 9 (Finish) – Fiduciary Duties
- Possible Guest Lecturer

October 16, 2025

- **EXAM 2**
 - **Chapters 6 – 9**

October 23, 2025

- Chapter 12 – Financing the Corporation

October 30, 2025

- Chapter 13 – Dividends and Other Distributions

November 6, 2025

- Chapter 16 – Fundamental Corporate Changes

November 13, 2025

- Discussion on Mergers & Acquisitions
 - (Materials to be distributed)

November 20, 2025

- Discussion on Limited Liability Companies
 - (Materials to be distributed)

November 27, 2025

No Class – Happy Thanksgiving!!!

December 4, 2025

Pre-Finals Day – No Class

December 11, 2025

Date of Final Exam Not Yet Published

- **TAKE HOME CUMULATIVE ASSIGNMENT DUE!!!**
- **FINAL EXAM**
 - **Chapters 12, 13 and 16**
 - **Discussion on LLC's**
 - **Discussion on Mergers & Acquisitions**