

# LEG-023 : Corporate Specialty

*105 classroom hours*

Learning Outcomes: Students will gain a thorough understanding of the laws pertaining to the structure, formation and operation of corporations and partnerships. Students will be able to prepare and file articles of incorporation and to prepare bylaws, minutes, notices and other documents for corporate meetings. Students will learn to maintain corporate minute books and shareholder records. Students will be able to prepare documents relating to mergers, acquisitions and dissolutions. Students will become familiar with the basic principles of contract, employment and business regulatory law and will learn to draft contracts and other documents relating to corporate financing and other corporate transactions. Topics include: types of business organizations; sole proprietorships, partnerships, 15 corporations; considerations in selecting form of organization; nonprofit and professional corporations. Organizing the corporation; subscription agreements; articles of incorporation; bylaws; filing and formalities; shareholder agreements; foreign corporations; qualification in other jurisdictions. Financial structure of corporations; equity and debt securities; classes of stock; capital; dividends and distributions to shareholders; repurchase of shares; federal and state securities laws; registration requirements and exemptions. Corporate meetings: organizational meeting; directors' regular and special meetings; annual meeting of shareholders; shareholder rights and duties; voting; minutes; action without meeting. Regulatory statutes and compliance: consumer protection; environmental protection; antitrust; employment laws. Agency; employment agreements; restrictive covenants and covenants not to compete; trade secret protection. Secured transactions; notes, security agreements and financing statements. Changes in corporate structure and dissolution; amendment of articles of incorporation; merger and consolidation; sale of assets; liquidation and dissolution; rights of dissenting shareholders. Litigation involving corporations. Electives: Within this specialty, students will enroll in five 4-week courses in substantive areas of the law. Students will receive one grade for the specialty course which will include the grades they have received in the short courses.

## **Instructional Method**

LEC

## **Required Prerequisites**

[LEG-010](#), [LEG-011](#), [LEG-012](#), and [LEG-013](#)

## **Required Corequisites**

[LEG-026](#)

## **Semester Offered**

Spring