BLAW 620-01 Commercial Law and Professional Ethics

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BLAW 620-01: Commercial Law & Professional Ethics  
Williams College of Business, MACC Program  
Xavier University  
Summer 2017 (5/8 – 6/26/17)

Instructor: S. David Hickenlooper, Esq.  
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WCB Mission: We educate students of business, enabling them to improve organizations and society, consistent with the Jesuit tradition.

Catalog Description: (3 Credit Hours) Students taking this class will be introduced in the aspects of Commercial Law from legal, ethical and business perspectives. Topics will include: Sale of Goods, Negotiable Instruments, Secured Transactions, and Liability.

Prerequisite: Admission to the MACC Program or permission from the Department Chair.

Learning Objectives: Students will gain an understanding of the various types of commercial transactions and how the UCC applies to those transactions. Further, students will gain an understanding of ethical and business considerations and ramifications related to commercial transactions.

1. Critical Thinking
   Learning Goal: Students are able to clarify problems, generate and evaluate alternatives using appropriate analytical and quantitative techniques, and draw conclusions.

   Corresponding WCB MACC Objective: Students will:
   • Analyze pertinent sections of the Uniform Commercial Code (U.C.C.) relating to business organizations.

2. Effective Written & Oral Communication
   Learning Goal: Students are proficient in written and oral communication.

   Corresponding WCB MACC Objectives: Students will:
   • Demonstrate their ability to clearly summarize issues and support decisions in writing.
   • Deliver professional presentations accompanied by the appropriate technology.
   • Demonstrate effective interpersonal communications skills in a team setting.

**Course Description:** This course exposes students to various commercial transactions and the applicable UCC articles. In addition, students will be asked to consider ethical and business implications related to commercial transactions. Students will need to learn the legal principles, learn how to read statutes, and become familiar with the UCC Articles, 1, 2, 2A & 3 and how this material applies to practical scenarios. Students will gain a fundamental understanding of commercial transactions, including: contract formation; sales, shipping of, payment for, goods; Consumer protection; Negotiable instruments and Banking relationships; Bankruptcy; Secured transactions. We will also discuss civil and criminal liability and accountant liability.

**CLASS SCHEDULE & ASSIGNED READINGS**

Classes will be held Monday & Wednesday evenings from 5:30 p.m. to 8 p.m. We will not have class on Monday May 29 (Memorial Day). However, we will have class on Friday June 2 at the regular time to make up the missed session.

Specific readings and assignments will be given no later than the preceding Wednesday. In addition to the readings, please review and be familiar with UCC Articles 1, 2, 2A, 3 located in the text on pages 918-984.

This is a tentative schedule and outline of the subject matter to be covered. It is subject to change. Verbal notification in class prior to the date of the assignment to be changed will be considered sufficient. However, I will also notify students of any significant changes through the Xavier email system and on Canvas.

**May 8:** Introduction, Syllabus Review, Course overview: Commercial Law and the UCC as viewed through the legal, ethical, and business lenses. Ethics, Law and the Judicial System. (Chapters 1 & 2)

**SALE OF GOODS: ARTICLE 2 UCC**

**May 10:** Judicial System Cont’d., Forming the contract. Offer, Acceptance & Mutual Assent. (Chapters 3, 7 & 8) (Review UCC Article 2-204 - 2-209)

**May 15:** Consideration, Capacity. (Chapters 9 & 10)

**May 17:** Written Contracts, Discharge & Remedies, Statute of Frauds (Chapters 11 &12) (UCC Article 2-201)

**May 22:** Sales Contracts, Consumer Protection (Chapters 13, 14 & 15) (Review UCC 2-711 – 2-725; 2A-201)
NEGOTIABLE INSTRUMENTS: ARTICLE 3 UCC

May 24: Formation, Parties & Transferring of Negotiable Instruments.  
(Chapter 16) (Review UCC 3-101; 3-207), Test #1

May 31: Holders in Due Course, Liabilities & Defenses (Chapter 17) (Review UCC 3-301)

June 2: Bank-Depositor Relationships (Chapter 18)

SECURED TRANSACTIONS AND BANKRUPTCY

June 5: Bailments (Chapter 29); Creditors rights

June 7: Secured Transactions (Chapter 20)

June 12: Bankruptcy (Chapter 21), Test #2

LIABILITY

June 14: Accountant Liability (Chapter 32, pages 786-799)

June 19: Criminal and Civil (Torts) Liabilities (Chapters 5 & 6) (Possible Panel Discussion: We will discuss topics and questions for the panel and/or guest speakers prior to this date)

June 21: Group Presentations (1st Hour); Exam Review (2nd Hour and a half)

June 26: Final Exam

GRADING

Tests: 30%
Team/Group Exercise 20%
Participation 10%
Exam 40%

A = 100-93%; A- = 92%-90%
B+ = 89%-87%; B = 86%-83%; B- = 82%-80%
C+ = 79%-77%; C = 76%-73%; C- = 72%-70%
F = < 70%
Tests: We will have two tests during this course. The material covered on Test #1 will reflect the course work from May 8 to, but not including, May 24. Test #2 will include the material from May 24 to, and including, June 12. Dissemination of any test question or answer outside of class is not permitted. Tests will be graded on a 100 point scale. We will discuss formatting of these tests in the first class. The Final will be cumulative.

Team/Group Exercise: Members of the class will work in small groups to develop a solution to a Commercial Law problem. I will assign groups no later than the first day of class. The topic will be assigned/registered no later than the second day of class. I will also hand out instructions/guidelines the first night. Each group will present its findings in class. Since this is a group exercise the group will receive the grade. Each group will submit an agenda, signed by all members. It will set forth who is responsible for what task, areas, etc. I also will require the group to provide source materials in the form of an annotated bibliography. The solution each group presents should include the legal and UCC, ethical and business implications. Additionally, any conflicts that may arise between the three perspectives should also be addressed. Each group can choose how to present its solutions. Some may want to make a video; others may want use a PowerPoint. These are only suggestions. However, it should be done as professionally as possible, as if you were presenting this as part of a firm.

Case Briefs: Students may be asked to brief cases throughout the course. This is a good way to get a solid understanding of the case and what it means. When briefing a case, students should use the following format:

1. Case Name/Parties
2. In which court is the case being heard, how did it get there? (if that information is available)
3. Relevant facts?
4. What is the legal issue?
5. What did the Court decide and why? (rationale/holding)

Case Briefs will be included in the participation grade for the class session for which they are assigned.

Participation: With the size of this class, I anticipate a great deal of interaction. The participation grade will be based on a 5-point system for each class. Everyone receives two points walking in the door to class. If you are unable to make it to class, the “automatic” 2 participation points will not be awarded for that session. However, the remaining three points are based on the amount and quality of the student’s participation. I understand not everyone is comfortable speaking in front of others while some speak easily in a group. Points can also be earned by submitting a weekly review/reflection of that week’s material. We will discuss this further in class, but, generally what I am looking for is: What did you get out of that particular instruction or material? Is this something that applies in your professional or personal life? What legal, ethical, or business ramifications do you see? Additionally, the cases
you are asked to brief will count as two points for the participation grade in the class for which they are assigned.

**Guest Speaker(s)/Panel:** I would like to have either several guest speakers or a panel come to class and discuss the application of the materials we will cover. These speakers will be legal and business professionals who deal directly with the ramifications of commercial law. If there are ideas about topics for discussion, please let me know.

**Attendance:** The condensed nature of this course means we will need to cover a great deal of material in a short period of time. As noted on the class schedule, a great deal of material will be covered in the first few classes. Missing even one class may put a student behind significantly. As such, I view attendance as mandatory. Unexcused absences will result in a reduction of 5% of the final grade. I will discuss this policy in detail during the first class. I know some things are unforeseen, but I ask you give as much notice as possible if you are going to be absent. I will consider excused absences on a case-by-case basis and will work with the student to make up the session missed.

**Exam:** The final exam in this course will be cumulative. It will consist of multiple choice, short answer and short essay questions. This will be a closed book test. However, any necessary reference materials, i.e. a copy of the relevant UCC sections, will be provided. This will be graded on a 100-point scale and count toward 40% of the final grade. I will have a review prior to the exam. The final is designed as an opportunity for the student to demonstrate what they have learned. I do not like trick questions. It is my intent to write the exam to test a student’s practical knowledge of the subject matter.

**University Policy on Academic Honesty:** I sincerely don’t anticipate any issues in this area. Just a word about cheating, plagiarism, etc., DON’T. If you have any questions or concerns about this, please contact me and we can discuss it. Unless you are participating in a group activity assigned by the professor, all work is considered to be an individual effort. This means you shall not provide or receive any assistance on a given assignment, quiz or exam. No distinction will be made as to the one providing or receiving the assistance. Any questions about an assignment will be directed to the professor rather than fellow students. The quiz and exam questions are deemed property of the professor and/or other entities. Students shall not copy, reproduce, transmit, any questions or materials by any means. Any of the preceding will be seen as a violation of academic honesty and be dealt with accordingly.

The Xavier University policy on academic honesty will be followed in this class. This policy is found in the Student Handbook’s Standards of Student Conduct [http://www.xavier.edu/handbook/standards/Academic Honesty.cfm](http://www.xavier.edu/handbook/standards/Academic Honesty.cfm) Violations of the academic honesty, depending on the seriousness and nature, will result in sanctions ranging from a serious reduction in grade, to failure of the class, to expulsion from the University.
**Disabilities:** Any student who may need an accommodation based on a documented disability should contact the Learning Assistance Center (LAC) at (513) 745-3280 or visit the LAC offices on the fifth floor of the Conaton Learning Commons, Room 514, to arrange for accommodations. Additional information about the LAC can be found on its website: [http://www.xavier.edu/lac/](http://www.xavier.edu/lac/). Please tell me the first week of class, confidentially, if you have a documented disability.

**Contact Information:** Hickenloopers@xavier.edu: Feel free to contact me through my university email. Additionally, I will be available before and after class to answer questions. Additional time to discuss an issue may be scheduled as well.