

**BERGEN COMMUNITY COLLEGE
DIVISION OF BUSINESS, ARTS & SOCIAL SCIENCE
DEPARTMENT OF LEGAL STUDIES**

INSTRUCTOR:

Telephone #

COURSE TITLE: **LGL-206 Mechanics of Commercial Transactions**

CREDITS & HRS: 3 credits (3 lec.)

PREREQUISITES: LGL-101 Fundamentals of Law, LGL-103 Legal Research and Writing and
LGL-220 Computer Assisted Legal Research

COURSE

DESCRIPTION: **LGL-206 Mechanics of Commercial Transactions** is a study of legal forms, the procedure and practice for organizing a business entity, the sale of a business, equipment leasing, and other commercial transactions, procedures and schedules.

TEXTBOOK: Handbook on the Law of Small Business Enterprises. John Williamson, Argyle Publishing, 6th edition (1996 or most recent edition)

REQUIRED

STUDY AID: Study Aid for Mechanics of Commercial Transactions (LGL-206). Meisel, Valley Publishing Group (2010 or most recent edition)

PRACTICAL

ASSIGNMENTS: Students shall be assigned practical assignments during the semester addressing substantive legal issues pertaining to commercial transactions. This will include but not be limited to legal research and legal memorandum drafting. Homework assignments will also address substantive issues of course content (see below).

LEARNING

- OBJECTIVES:**
1. Concerning the business organization portion of this course, a student should:
 - A. Know the menu of possible forms of business organization to suit a client's business needs.
 - B. Know the advantages and disadvantages of each form of business organization
 - C. Know the forms and procedures to organize each of the forms of business organization.
 2. Understand and apply the legal principles that apply to intellectual

property, employment law, bankruptcy, secured transactions and equipment leasing.

3. Concerning the portion of this course dealing with sale of a business, a student should:
 - A. Know the N. J. forms and procedures for sale of a business.
 - B. Understand the interrelationship of other substantive fields of law (i.e. business organizations, intellectual property, real estate, secured transactions, environmental law) to the sale of a business and the importance of treating those topics in the contract of sales.

Measure:

- A. Students will research the law and prepare legal memoranda on several factual problems assigned by the instructor.
- B. Students will take 1 quiz and a mid-term and prepare a term paper on an assigned case.
- C. Each student will be assigned a real life fact problem involving the sale of a business and be required to prepare a comprehensive term paper that analyzes the problem from the client's point of view, applies legal analysis on the topics covered in this course and requires preparation of legal forms to do the transaction.

Standard: At least 80% of the students will receive a grade of "70" or better on all of the above assignments.

**COURSE
CONTENT and
PRACTICAL
ASSIGNMENTS:**

This is a survey course for the legal assistant covering principles of business organization and commercial transactions. Major topics will include forms, procedures and practice for buy-sell of a business, organizing a corporation, qualifying a foreign corporation to transact business, forming a partnership, limited partnership, or limited liability company, personnel law, secured transactions and filing U.C.C. - Financing Statements, Intellectual Property Law, Bankruptcy Law, Procedures and Schedules. Problem solving techniques and sample forms will be reviewed in class. Two research papers on actual cases will be assigned. Finally, a comprehensive case problem term paper will be assigned towards the end of instruction.

**COURSE
CONTENT:**

	<u>SESSION</u>	<u>SUBJECT</u>
(3 hrs)	1	Review of Business Organizations; Sole Proprietorships, Issues related to same. <u>Assigned Reading:</u> Williamson, Pgs. 1-64, 113-146
(3 hrs)	2	Review of Contract Principals Principles of Partnership Organization; The Function, Importance and Terms of the Partnership Agreement. <u>Assigned Reading:</u> Williamson, Pgs. 13-33, 308, 329-332
(3 hrs)	3	Limited Partnerships; Limited Liability Partnerships. Assignment #1 <u>Assigned Reading:</u> Williamson, Pgs. 147-189
(3 hrs)	4	Collect and review Assignment #1; Limited Liability Companies ; Procedures for Formation; Forms and Letters.
(3 hrs)	5	Quiz #1; Principles of Corporation Organization; Procedures for Formation of a Corporation, Forms and Letters. <u>Assigned Reading:</u> Williamson, Pgs. 34-64 and 65-112
(3 hrs)	6	Subchapters “C and S”; Closed Corporations; Qualification of a Foreign Corporation to Transact Business in New Jersey; Change of Registered Agent; Miscellaneous Corporate Procedures: Introduction to Corporations; Corporate Minutes and By-Laws; Shareholders’ Agreements;. <u>Assigned Reading:</u> Williamson, Pgs. 190-269 Restructuring a Business, Williamson, Pgs. 270-284 Assignment #2 Given Out
(3 hrs)	7	Assignment #2 Due: Intellectual Property Law; Trademark; Tradename; Patents and Copyrights; Statutes; Registration; Case Law; Common Law; “Palming Off” Concept; Licensing agreements.
(3 hrs)	8	Exam #2 Secured Transactions; Filing the U.C.C.-1; Pawns and Pledges; The Floating Lien Concept. <u>Assigned Reading:</u> Williamson, Pgs. 285-302
(3 hrs)	9	Personnel and Employment Law Principles.

(3 hrs)	10	Employment Law (Continued): Laws Against Discrimination. ASSIGNMENT #3 GIVEN OUT
(3 hrs)	11	Forms for the Sale of a Business - the initial interview and pre-contract procedures, preparation of the contract for the sale of a business.
(3 hrs)	12	Tax Clearance and U.C.C. Searches; Methods and Forms for the Sale of a Business Closing Procedures;
(3 hrs)	13	Assignment #3 Due Debtor-Creditor Law; Personal Bankruptcy Law; Chapter 7 Filing Multi-Part Equipment Lease and Related Transactions. General Review of Commercial Transactions
(3 hrs)	14	Commercial Bankruptcy - Chapter 11. Student must see <u>“Part I - Understanding Basic Bankruptcy”</u> on reserve in the Library; Part II will be shown in class; both parts will be discussed in class.
(3 hrs)	15	FINAL

**EVALUATION
PROCEDURE:**

Assignment 1	20%
Quiz	10%
Assignment 2	20%
Mid-Term	10%
Assignment 3	10%
FINAL	28%
PARTICIPATION	<u>2%</u>
	100%

PARTICIPATION IN CLASS DISCUSSION IS EXPECTED

SPECIAL NOTES:

1. If you miss a test for any reason, a make-up exam must be taken by you on the day you return to class. The make-up exam will **not** be the same exam taken by your class. It will consist of all essay questions. You may not take more than 1 make-up test for this class. A second exam missed will be a grade of “F” for the course.

**SPECIAL NOTES
(CONTINUED):**

2. Your homework assignments and comprehensive term paper are each on an assigned case problem. Although other students may have the

same case problem, **you must do your own research and paper.** Any collaboration among students will result in a zero grade on the paper **and** will be grounds for discipline according to the rules of the College.

POLICY: Any student who misses 2 or more classes will receive an “F” for the course. Arrival more than 30 minutes late or early departure will count as an absence.

PARTICIPATION IN CLASS DISCUSSION IS EXPECTED

Project Submission: The two projects shall be submitted in hardcopy form in duplicate. One project shall be retained for your Legal Studies Student File, the other returned after grading.

Homework: Assignment submission will be required for course credit as assigned and required by the Professor during the semester and will be integrated into final grade pursuant to evaluation procedures listed above.

Attendance: Will be taken at each session and is subject to the rules of the college. Attendance at lectures is imperative to acquisition and understanding of the substantive material of the course. Habitual absence (considered more than two unexcused absences) and/or tardiness may result in loss of credit for the course. Students are instructed to notify the professor prior to absences, if known and are responsible for the materials from classes which are missed. Students are required to take all examinations on the announced date or otherwise scheduled at the discretion of the instructor. If a student has an excusable absence at the time of the scheduled exam, the student must be prepared to take the makeup exam no later than the next scheduled class session. Failure to do so will result in a failure grade for the relevant examination. All projects and examinations must be completed for credit for the course. Late submissions will be penalized a quarter grade for each day project is late.

Faculty absence: A daily listing will appear in the glass case located in the front lobby of the Administration Wing of the main building which will indicate all classes which are cancelled. Another listing will appear in the glass case adjacent to the Hotel/Restaurant bulletin board in Ender Hall and on the Bergen Community College website. Students should consult these bulletin boards before going to class.

SUBMISSION OF LATE PROJECTS SHALL BE ASSESSED A QUARTER GRADE PENALTY FOR EACH DATE THAT THE PROJECT IS LATE. ALL PROJECTS (INCLUDING HOMEWORK ASSIGNMENTS) MUST BE SUBMITTED BY SEMESTER'S END FOR THE STUDENT TO RECEIVE CREDIT FOR THE COURSE. IF ALL PROJECTS ARE NOT SUBMITTED BY THE FINAL ASSIGNMENT DUE DATE, STUDENT SHALL RECEIVE AN "F" GRADE FOR THAT ASSIGNMENT WHICH HAS NOT BEEN SUBMITTED.

ADDITIONAL MATERIALS: TO BE PROVIDED BY PROFESSOR IN BOOKLET AND HANDOUT FORM. EACH STUDENT SHALL BE RESPONSIBLE FOR OBTAINING A COPY OF THESE MATERIALS AND THE COMPREHENSION OF THESE MATERIALS.

CELL PHONES and CLASS RECORDING: CELL PHONE USE IS NOT PERMITTED IN CLASS. CELL PHONES SHOULD BE OUT OF SIGHT AND EITHER TURNED OFF OR ON VIBRATE MODE. RECORDING OF CLASS LECTURE IS PROHIBITED.

LEGAL STUDIES NOTE: THIS COURSE IS CONSIDERED A LEGAL SPECIALTY COURSE. ALL LEGAL STUDIES STUDENTS MUST ATTAIN A "C" GRADE OR BETTER IN ALL LEGAL SPECIALTY COURSES AS A PREREQUISITE TO REGISTERING FOR REQUIRED COOP COURSE (LGL-462).

CLASS CONDUCT: STUDENTS ARE BOUND AND SUBJECT TO THE BCC CONDUCT RULES.