UNINCORPORATED BUSINESS ASSOCIATIONS  
Spring 2016  

CLASS INFORMATION AND SYLLABUS (TENTATIVE AND SUBJECT TO CHANGE)  
(SEE TWEN ON WESTLAW)

George Mason University School of Law  
Instructor: Hutchison  
Office: 321  
Office phone: 703-993-8980  
Email address: hhutchis@gmu.edu  
Office Hours: By appointment  
Faculty Assistant: Jane Barton  
Contact number for Jane Barton are: her email address is jbarto1@gmu.edu. Her phone number is 703-993-8030.

Class Hours: Wednesday: 6:00 to 7:50

Final Exam: April 26 at 6:00 pm

2016 Spring Semester Calendar

- Thursday, January 7 — Spring semester classes begin. Last day to pay spring tuition without late fee. Last day to file Domicile Appeal for the Spring 2016 semester.
- Thursday, January 14 — Last day to add spring courses. Last day to drop a course and receive a 100% tuition refund
- Monday, January 18 — Martin Luther King Birthday observed - University closed.
- Thursday, January 21 — Last day to drop spring courses without academic approval. Last day for 67% tuition refund (33% tuition liability).
- Thursday, January 28 — Last day to drop a course (with academic approval) and receive a 33% tuition refund (67% tuition liability). After January 28 there is no tuition refund and 100% tuition liability.
- Monday, February 1 — May and July graduation applications distributed. Due in Records Office by February 12.
- Monday, March 7 - Sunday, March 13 — Spring recess
- Thursday, April 21 — Spring semester classes end. OBSERVE A MONDAY SCHEDULE.
- Friday, April 22 - Sunday, April 24 — Reading days.
- Monday, April 25- Tuesday, May 10 — Examinations (The last exam is scheduled for May 7. May 9 & 10 are reserved for makeup exams due to schedule conflicts and inclement weather.)
- Saturday, May 14 — School of Law commencement ceremony for December 2015, May 2016 and July 2016 graduates.

REQUIRED SOURCES OF AUTHORITY:


2. A few law review articles.

COURSE DESCRIPTION:
This course focuses principally on state law governing agency, partnership, and LLC entities. At various points LLC law may overlap with corporate law. The course will focus on agency costs, fiduciary duties, vicarious liability, abuse of control, and the impact of human nature on the structure of a transaction. Liability issues will arise out of the contractual agreement of the parties, default rules, and agency/principal rules.

Seating Chart: I will pass out a seating chart.

- Please note that you are responsible for ensuring that you receive your book on time. If the casebook and statutory supplement are available in the GMUSL Bookstore, I intend to hold you accountable for the reading material whether you are in actual possession of a casebook or not. Please note that Amazon sells this book.

This is a tentative outline of course coverage. I may add or omit material during the semester. This course covers a significant amount of material and the complexity of the material will increase. Please ensure that you review your notes before class. Excuses predicated on the claim that you read the assigned material weeks ago, and accordingly, you are not prepared, will not be considered sympathetically.

Participation:

- Individuals who are seeking a rigorous and a demanding course which covers a wide variety of material should find this course invigorating and challenging.
- All students, whether or not they are called upon to formally recite, will be encouraged to participate. Consistent with George Mason University School of Law policies, I reserve the right to adjust students’ grades up or down by one step based on my assessment of a student’s overall preparation or lack of preparation. Adjustments will be based on participation, attendance, compliance with course policies including notifying the instructor and his faculty assistant, in advance of one’s absence. My assistant is Jane Barton. Her contact details are listed above.
- To repeat, I reserve the right to raise grades one-step based on exceptional class participation. I also reserve the right to impose a downward adjustment as well. Downward adjustments are not a statement about a student’s worth but, instead represent an assessment of a student’s overall contribution to this class, which emphasis the Socratic Method.
- I reserve the right to call on students randomly. Each student is allowed to request a pass for one class period in addition to the two absences which allowed under the attendance policy. In order to take advantage of the pass policy, students need to notify me in advance in writing.
- Attendance will be taken. Two absences will be allowed. Students should notify me in advance if they will be absent.
Since you will be on call *each and every day*, if you know you will be either absent or unable to prepare, you should email me prior to the class and sign up to volunteer for two additional classes. If a student is absent or unprepared but **fails to notify me beforehand**, his or her final grade will be lowered one step. (The **first** time this happens, a student can avoid a penalty by preparing a 4-page analysis of the following day’s reading assignment. This analysis must be legible, clear and thoughtful. If a student is unprepared without notifying me beforehand a second time, the penalty cannot be avoided.) If this course is nearing the end of the term so that an insufficient number of class periods are left in the term in order to comply with the requirement to volunteer for two additional class periods, then students must submit the above-referenced 4-page analysis for the next class period, or if no class periods are left a 4 page summary of my article: Religious Liberty for Employers as Corporations, Natural Persons or Mythical Beings? A Reply to Gans (the entire article must be referenced in the review). This article is referenced *infra*.

**CLASS PREPARATION IS MANDATORY**

**Laptop Policy:** In order to reduce the level of distractions, **COMPUTERS MAY NOT BE USED DURING CLASS IN THIS COURSE.** This rule is predicated on two things: my historical observations and, an empirical study of student comprehension

- Students can use their computer to write their final exam.
- No recording devices can be used during class. A violation of this policy is an honor code violation unless the student attains prior permission.

**PLEASE PREPARE FOR THE CLASS LIKE YOU MIGHT PREPARE FOR A COURTROOM PRESENTATION.** Make sure you understand the facts, the law and the policy implications associated with a case or a law review article.

**READING ASSIGNMENTS:** Casebook readings will likely average roughly 30-45 pages per class. Note: during some weeks additional outside reading may be long and difficult. Note: you are responsible for the materials included in the reading assignment whether we cover the material in class or not. Please read relevant passages in the Restatement of the Law (2nd) Agency. Please note we will at times stress the 3rd restatement of Agency as well. In addition we will consider the Uniform Partnership Act (1914), the Uniform Limited Liability Company Act (1996), Uniform Partnership Act (1996) (limited liability Partnership provisions only)
**First Week Assignment (January 13th)** Read KRB 1-39 and relevant Restatement Provisions.

- Pay careful attention to the following issues: the *distinction* between a principal and agent, the distinction between a master, servant and independent contractor, the distinction between power and authority, the rule governing agents as a fiduciary, the creation of authority.
- **Second Week** (January 20): Read: KRB, 30-76) plus relevant Restatement Provisions.
- **Third Week** (January 27): Read: KRB: 76-109) plus relevant Restatement provisions.

**Week of**

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<tr>
<th>Week</th>
<th>Reading Assignment</th>
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<tr>
<td>February 3</td>
<td>Read: KRB: 109-140. What is a fiduciary?</td>
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<td>February 10</td>
<td>Read: KRB: 140-195. Read relevant material in appendices</td>
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<td>February 17</td>
<td>Read: KRB: 195-217</td>
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<td>February 24</td>
<td>Read: KRB:217–252</td>
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<td>March 2</td>
<td>Read: KRB: 253-292</td>
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<td>March 9</td>
<td>Read: Spring Recess</td>
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<td>March 16</td>
<td>Read: KRB: 292-322</td>
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<td>March 23</td>
<td>Read: KRB: 359-382. Read assigned pages from (TBA): Harry G. Hutchison Religious Liberty for Employers as Corporations, Natural Persons or Mythical Beings? A Reply to Gans (available on the SSRN)</td>
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<td>March 30</td>
<td>Read: KRB: 382-402</td>
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<td>April 6</td>
<td>Read: KRB: 403-433</td>
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<td>April 13</td>
<td><em>Read: KRB: 433-467. Read Relevant Material in the Appendices</em></td>
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<td>April 20</td>
<td>Catch-up</td>
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Final Exam.

The final exam will likely consist of a combination of multiple choice and essay questions. The exam will be graded anonymously. The multiple choice component will be more heavily weighted than the essay. The final exam should be a challenging experience and students should commence preparing for this experience early in the term by outlining and categorizing the material. Again you may use your laptop for the final.