

Startup Company Law

Antonin Scalia Law School at
George Mason University

T 4-6 pm

SYLLABUS

1903 Wright Flyer

*National Museum of American
History*

Professor Arewa

Fall 2024

Last updated: August 5, 2024

COURSE DESCRIPTION

Startup Company Law is a business law class that will follow the lifecycle of the startup company. This class will examine core legal and business issues facing startup companies, including in relation to formation, fundraising, scaling, operations, and exit. The Startup Company Law class will also work tasks associated with establishing the Spring 2025 Startup Company Clinic as a startup endeavor.

CLASS READINGS AND MATERIALS

- Class reading assignments and links for online class materials are available in the Class Readings document [here](#).
- *We will use Google Drive (primarily) as well as Canvas for class materials this semester.*
- *Slides for each class will be posted on Google Drive. Please let me know if you have any questions or concerns about our use of Google Drive or other classroom technologies.*

COURSE GOALS

This class will use and further develop students' abilities in research on assigned current events topics, writing, analysis, problem-solving, and communication.

STUDENT LEARNING OUTCOMES

By the end of this course, students should be able to demonstrate:

- *vocabulary and knowledge about startup companies*
 - *knowledge and understanding about the life cycle of the startup company and legal and business issues that such companies face*
 - *understanding about the role of lawyers in matters related to startup companies*
 - *competence in researching and analyzing issues related to startup companies*
 - *experience with project management and teamwork skills*
 - *competence in written and oral communication*
 - *experience with technologies students are likely to encounter after graduation, including generative AI*
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INSTRUCTOR INFORMATION

Olufunmilayo Arewa
oarewa@gmu.edu

Office hours:

- *To be announced in class*
 - *by appointment*
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CLASS MEETINGS

Days/times of meetings: T 4-6 pm

COURSE READINGS/MATERIALS

Primary Class Materials:

- Brad Feld and Jason Mendelson, *Venture Deals: Be Smarter Than Your Lawyer and Venture Capitalist* (2019) (“Venture Deals”)
- Tom Eisenmann, *Why Startups Fail: A New Roadmap for Entrepreneurial Success* (2021) (“Eisenmann”)
- Online class materials

Additional Information:

- *We will use Google Drive (primarily) as well as Canvas for class materials this semester.*
- *Class slides will be posted on Google Drive. Please let me know if you have any questions or concerns about our use of Google Drive.*

COURSE POLICIES

Attendance & Tardiness

Class attendance is mandatory. You are expected to “arrive” on time and participate actively in class sessions.

Under [Academic Regulation 4-1.1](#), “If a student is absent for any reason for more than 20 percent of the sessions of a course, the student is not eligible for credit in that course. A student who is not present for at least 75 percent of a session of the course is absent from that session.”

You may receive a reduced participation grade if you fail to attend class in whole or in part or are clearly not prepared, particularly when you have signed up to be on call. Students who are not prepared or who do not attend class regularly may receive a deduction from their participation grade. Attendance may be taken on a regular basis. You will not be penalized if you miss class due to interviews, illness, holidays, or religious observance, for example. If you are planning to miss class, please send me an email to let me know when you will miss class. If you miss class on a date that you are scheduled to be on panel, you are responsible for rescheduling the activities that you miss for another class session.

Academic Integrity

Your academic honesty is assumed, which means that I expect all of your submitted work to have come from your brain and your hand. If you’ve submitted the work of someone else, in whole or in part and without proper citation, I will not accept the assignment. Within academic communities, plagiarism represents a serious breach of trust and can carry severe consequences, including disciplinary action.

Further, Antonin Scalia Law School has an [Honor Code](#), which requires all members of this community to maintain the highest standards of academic honesty and integrity. Cheating, plagiarism, lying, and stealing are all prohibited. All allegations of violations of the Honor Code are to be submitted to the Associate Dean for Administration and Student Affairs. More information concerning the Honor Code is available [here](#).

Late Assignments

Any course assignments, exercises, or other materials that must be submitted to me may be subject to a penalty for lateness if submitted after the due date and time (unless otherwise stated, all things due should be

submitted by 11:59 pm Eastern time on the due date).

YOU ARE RESPONSIBLE FOR OBSERVING ALL COURSE DEADLINES AND INFORMING ME IMMEDIATELY IF YOU ANTICIPATE ANY PROBLEMS WITH ANY DEADLINES.

DISCLOSURES

Disability Statement

Disability Services at George Mason University is committed to providing equitable access to learning opportunities for all students by upholding the laws that ensure equal treatment of people with disabilities. If you are seeking accommodations for this class, please first visit <http://ds.gmu.edu/> for detailed information about the Disability Services registration process. Then please discuss your approved accommodations with me. Disability Services is located in Student Union Building I (SUB I), Suite 2500. Email: ods@gmu.edu | Phone: (703) 993-2474.

Class Conduct Expectations

To the extent we have any virtual classes, please mute your

microphone when you are not speaking. If you have your camera on, please turn it off if you need to stand up, stretch, or make a significant movement. Feel free to turn your camera on again when you are no longer moving.

Students can expect their instructors to encourage creativity, and to be concerned for the educational experience of each student in the class, respectful of individual differences, knowledgeable and enthusiastic about course material, prepared for class, reasonably open and accessible to discuss class material and assignments, and rigorous yet supportive in maintaining high standards for performance.

Students are expected to work, individually and together, to create an atmosphere that is safe, valuing of one another, and open to diverse perspectives. Students are expected to show courtesy, civility, and respect for one another and for the instructors. Comments that degrade or ridicule another, whether based on individual or cultural differences, are unacceptable.

Recording of Class Sessions

Under [Academic Regulation 4-2.2](#), no portion of a class session or an examination may be preserved by means of a recording device such as an audio recording device or camera. Any exceptions to this policy must be expressly permitted in writing by me.

However, I have authorized the Law School's official recording of all sessions solely for purposes of accommodating excused absences, e.g., for COVID-19 related issues.

Any recordings of class sessions can only be used for a student's personal educational use. Students are not permitted to copy, publish, or redistribute audio or video recordings of any portion of the class session to individuals who are not students in the course or academic program without the express permission of the faculty member and of any students who are recorded. Distribution without permission may be a violation of educational privacy law, known as FERPA as well as certain copyright laws. Any recordings of this course made by the instructor or university are the property of George Mason University.

Technology

This class may involve use of a number of technologies, including Generative AI (GAI) and applications such as Excel, Google Sheets, Google Forms, and Google Docs.

You may use Generative AI for all aspects of your work in this class other than the final exam.

As you consider or use Generative AI in this class, please consider the implications of GAI generally (background discussion [here](#) and [here](#)), as well as in legal contexts (background discussion [here](#)).

Please also consider ways some lawyers have used or misused GAI, including as described [here](#), [here](#) and [here](#).

University Resources

University Life provides student support resources such as [Counseling and Psychological Services](#), [Student Health Services](#), and the [Student Support and Advocacy Center](#) Information about University Life on the Arlington Campus is available [here](#).

EVALUATION

Activity/Assignment	% of total grade	Due Date / Comments
1. Participation (attendance, on call participation, voluntary participation, Generative AI Report)	-	Pursuant to Academic Regulation 4-3.2, adjustments of class grades may be made on account of class participation “limited to a discretionary single-increment adjustment either upward or downward (e.g., from B to B+ or from A- to B+)”
2. Short Class Team Video Presentation	15%	
3. Class Papers – <i>all papers are due on Monday, December 16 at 5:00 pm</i>	85%	Breakdown: Paper #1: 35% of total class grade Paper #2: 10% of total class grade Paper #3: 40% of total class grade

EVALUATION POLICIES

Course Requirements

1. PARTICIPATION

- Participation will include different components, including:
 - Class participation
 - Participation in class projects
- Class attendance is mandatory
- You may receive a reduced participation grade if you fail to attend class sessions or if they are not prepared for class
- Please be sure to let me know if you will miss class. You will not be penalized for missing class for interviews. You will also not be penalized if you would like to miss class due to illness, for holidays, religious observance, or job interviews

on the following criteria:

- Preparation as evident through questions asked in class or answers to questions directed to you or both
- Presentation and discussion of any cases that you discuss during the class session
- Thoughtfulness concerning topics or cases that you discuss
- Other contributions to a class session

Participation – Assessment and Evaluation: Class Panel participation and class participation outside of panel (i.e., participation when you have not signed up for panel for a particular day) will be assessed based

- **SHORT TEAM VIDEO PRESENTATION**
- You must make a short video presentation with a maximum of 2 other class members about a topic relevant to class
 - We will have class viewings of videos towards the end of the semester
 - Please submit your proposed video topic to me by Class 5
 - Solo video projects are possible but must be approved by Professor Arewa in writing
- Your video presentation must be no more than approximately 7 minutes total for any team presentation, regardless of team size
- We will look at these video presentations in class and have a class discussion about the assigned presentation topic
- Please use Zoom, VoiceThread, or an application that you have discussed with me for your short video presentation
- Your short video presentation topic must be approved by me
- Videos on topics not approved by me will not be accepted
- Please send me a copy of your video. I will post it Google Drive and give access to all class members
- You are welcome to choose a variety of styles for your short video presentation, including a Khan Academy Whiteboard Powerpoint slide presentation, animated presentation, Instagram or TikTok style video, etc.

audience

- Compliance with relevant time limit

Short Video Presentation – Assessment and

Evaluation: Short video presentations will be assessed based on the following criteria:

- Accuracy and relevance of Information presented in presentation
- Accuracy and relevance of any information presented in any slides of written material (you are not required to use slides for your presentation)
- Relevance of information presented to broader class themes and topics
- Style and format of presentation
- Presentation style that takes account of

3. CLASS PAPERS

- You will be required to the following class papers this semester
 - Additional details about each of these required writings will be discussed further during class sessions
- Please submit a proposed topic for papers 1 and 2 to me by email by Class session 5
- Please submit a short outline of Paper 1 to me by email by Class session 9
- You must receive my approval in writing for Papers 1 and 2

Paper No.	Writing Project	Paper(s) Overview and Deliverables
1 (35% of total class grade)	<u>Issue Paper:</u> Startup Company Legal, Policy, or Business Issue (10 pages)	For Paper 1, you will need to identify a legal, policy or business issue relevant in the startup arena and write a short paper analyzing your chosen issue. You will need to submit a short outline of this paper by Class 9.
2 (10% of total class grade)	<u>Company Paper:</u> Startup Company Report (5 pages)	For Paper 2, you will need to identify a current startup company and write a report describing the company and any legal issues it faces. You may use news articles, interviews, or other methods approved by Professor Arewa to gather

		information about your chosen startup company.
3 (40% of total class grade)	<u>Clinic Paper:</u> Startup Company Clinic Plan (10 pages)	In Paper 3, you will present an overview of what you think would be a feasible plan for the fall semester startup company clinic. Your plan should include assessment of relevant resources that you believe would assist in the clinic's success.
Paper Presentations		
Time permitting, we will have informal (and possibly formal) in-class presentations of paper topics		

<p><u>Class Papers – Assessment and Evaluation:</u> Each class paper will be assessed based on the following criteria:</p> <ul style="list-style-type: none"> The timeliness of the paper submission and submission of required paper deliverables during semester Identification of paper topic Relevance of paper topic to class topics Thoroughness of paper research efforts, outline, and bibliography Development of strong thesis statement / analytical framework for Paper Strength of analysis of issues identified in paper Evidence of satisfactory proofreading (attention to grammar and spelling) Class paper presentation / paper panel session performance
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CLASS OUTLINE

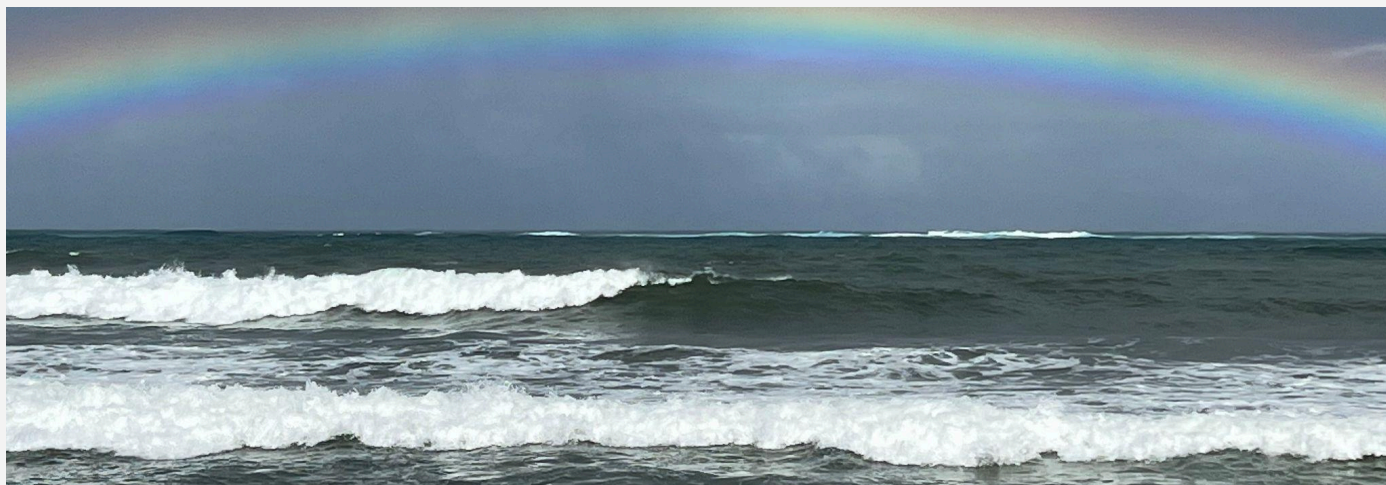
Below is an outline of class topics this semester. Please note that class topics and class readings are subject to change.

Scalia Law Startup Company Law Class Outline -- Fall 2024			
Class	Day	Date	Class Session Topic
1	T	8/27	Introduction -- What is a Startup Company? Working with Startup Companies
	M	9/2	LABOR DAY
2	T	9/3	Managing People
3	T	9/10	IP and Technology Issues for Startups
4	T	9/17	Transactional Lawyering
5	T	9/24	Legal and Business Issues: Formation I -- Entity Formation
6	T	10/1	Legal and Business Issues: Formation II -- Stakeholders
7	T	10/8	Legal and Business Issues: Financing Issues I
8	T	10/15	Business Essentials for Transactional Lawyers
9	T	10/22	Legal and Business Issues: Financing Issues II
10	T	10/29	Class Presentations: Startup Company Clinic Plan
	T	11/5	ELECTION DAY -- NO CLASS SESSION
11	T	11/12	Class Presentations: Startup Company Issue Papers
12	T	11/19	Success and Failure
13	F	11/22	TBD

CLASS SCHEDULE AND READING ASSIGNMENTS

Class reading assignments are available here: [Scalia Law Startup Company Law Reading Assignments -- Fall 2024](#). Please note that class topics and class readings are subject to change. Please let me know if you have any

problems with links to reading assignments. As a first step, try doing a Google search for the title of the reading listed on the syllabus if you have problems with links. Also please let me know if you have problems with links.



I look forward to working with you this semester.