

USC Iovine and Young Academy

Arts, Technology and the Business of Innovation

IDSN 599: Special Topics-Business Forms

Units: 2.0

Fall 2020—Thursday—7:30 pm - 9:20 pm

Location: Online

Instructor: Michael S. Overing

Office: TBD

Office Hours: By Appointment

Contact Info: overing@usc.edu; 626-564-8600 (office); expect a response within 24 hours).

IT Help: 2U Student Support

Hours of Service: Available 24/7, 365 days/year

Contact Info: studentsupport@design.usc.edu, 1-855-487-3504

Course Description

This course examines the structures for doing business in California and the legal liabilities associated with those forms.

Learning Objectives and Outcomes

Students will learn the basic differences between operating a business as a sole proprietorship, partnership, limited liability company, corporation, S-corporation, B-corporation and non-profit entities. They will be able make informed decisions about how to form and which business entity they may wish to operate; the legal risks, and benefits of each.

Course Notes

Quizzes are taken and graded online.

Technological Proficiency and Hardware/Software Required

Students will need to have web-enabled devices to access case law and be able to participate via 2U/Blackboard, etc.

	Apple	Windows PC
Laptop (Minimum standards)	<ul style="list-style-type: none">• 2.6 GHz dual-core Intel Core i5 or 2.0 GHz quad-core Intel Core i7• Minimum 13" display• 250 GB SSD or larger• 16 GB memory	<ul style="list-style-type: none">• Intel Core i5 or Intel Core i7• Minimum 14" display• 250 GB SSD or larger• 16 GB memory
Warranty	<ul style="list-style-type: none">• Manufacturer warranty or extended warranty coverage (Apple Care)	<ul style="list-style-type: none">• Manufacturer warranty or extended warranty coverage
Operating System	<ul style="list-style-type: none">• Mac OS X 10.13 or higher	<ul style="list-style-type: none">• Windows 7, 10 operating system or higher
Peripherals	<ul style="list-style-type: none">• HD webcam, speakers and microphone (Most newer laptops have built-in webcam, speakers and microphone)• Headset	

	<ul style="list-style-type: none"> • Digital camera (Cameras on newer smartphones are acceptable) • External drive for cloud account for backup and storage
Software	<ul style="list-style-type: none"> • Adobe Creative Cloud (Photoshop, Illustrator, and InDesign) • Adobe Acrobat Reader • Microsoft Office Suite • Sophos Endpoint Security (antivirus) • Browser: Most recent version of Firefox, Chrome, Safari, or Internet Explorer
Network	<ul style="list-style-type: none"> • Cable modem, DSL, T1/T3 or higher

How to Purchase Software at the discounted Academy Rate through the USC Bookstore:

The following first year software are now available for purchase online through the USC Bookstore at the Academy discounted rate:

<u>Software</u>	<u>IYA Short-Term License at USC Bookstore</u>
Adobe Creative Cloud	\$70 2020-2021 annual license
Apple Logic Pro	\$35 semester license
Solidworks	\$35 semester license
Apple Final Cut Pro	\$35 semester license

1. Visit the USC Bookstore online: <https://www.uscbookstore.com/usciasoftware>
2. Select the software license(s) you would like to purchase.
3. When you proceed to checkout, add the Promo Code "IYASoftware" (This will override the listed taxes).
4. For shipping, select FedEx Home Delivery (free).
5. Once you complete your online purchase, you will receive a confirmation email/receipt. *(Note that even if a shipping charge appears on your invoice, it will not be charged to your credit card. This relates to a known technical problem with the Bookstore's online store.)*
6. Upload your receipt [here](#) to receive access to your purchased license.
7. You will be notified by email when the license has been activated

Required Readings and Supplementary Materials

Business Associations: Cases and Materials on Agency, Partnerships, LLCs, and Corporations (9th Ed. Foundation Press) by William E. Klein, J. Mark Ramseyer & Stephen M. Bainbridge.

Additionally, handouts consisting of cases and statutes will be available on 2U/Blackboard as noted.

Description and Assessment of Assignments

Readings, unless otherwise noted will be from the textbook. Students should come to class prepared to discuss the readings assigned for that week. Quizzes and midterm will be multiple choice and taken on Blackboard. The Oral Report and Written Report will be on a contemporary organizational legal issue drawn from the news, media or personal knowledge. The oral portion will be worth 10% of the grade and the written portion 20% of the final grade.

Grading Breakdown

Assignment	Points	% of Grade
Quiz 1	15	7.5%
Quiz 2	15	7.5%
Quiz 3	15	7.5%
Quiz 4	15	7.5%
Midterm Exam	30	20%
Partnership Agmt	15	10%
Operating Agmt	15	10%
Oral Report	15	10%
Written Report	30	20%
TOTAL	150	100%

Grading Scale

Course final grades will be determined using the following scale:

A	95-100
A-	90-94
B+	87-89
B	83-86
B-	80-82
C+	77-79
C	73-76
C-	70-72
D+	67-69
D	63-66
D-	60-62
F	59 and below

Written Assignments

Written assignments will be turned in to me via email. Grading will be based upon clarity of writing and how well the student addresses required elements for each assignment.

Late Submissions

Assignments will be accepted after the deadline with the following grade penalties. Do not ask for extensions.

- Submission in the 24 hours after the deadline 10% deduction
- Submission between 24 and 48 hours after the deadline 20% deduction
- Submission between 48 hours and 3 days after the deadline 50% deduction
- Submission more than 3 days after the deadline 100% deduction

Keep copies of all your files and emails until the end of the semester.

Grading Timeline

Multiple choice grades will be immediately available via software. Written materials will be graded and returned within 2 weeks of being turned in.

Correcting a Grading Error or Disputing a Grade

If you don't inform the instructor of missing or incorrect grades within two weeks of those grades being posted, the grades will be assumed correct. Do not wait until the semester's end to check or appeal any grades. If you feel a grade merits re-evaluation, you are encouraged, within one week of the instructor providing a grade and initial feedback, to send the instructor a memo in which you request reconsideration. The memo should include a thoughtful and professional explanation of your concerns. Be aware that the re-evaluation process can result in three types of grade adjustments: positive, none, or negative. (Note: Complaints on the date of a graded assignment's return to you will not be addressed; it is essential to wait one full day prior to raising a concern.)

Academy Attendance Policy

The Academy maintains rigorous academic standards for its students and on-time attendance at all class meetings is expected. Each student will be allowed two excused absences over the course of the semester for which no explanation is required. Students are admonished to not waste excused absences on non-critical issues, and to use them carefully for illness or other issues that may arise unexpectedly. Except in the case of prolonged illness or other serious issue (see below), no additional absences will be excused. Each unexcused absence will result in the lowering of the final grade by $\frac{1}{3}$ of a grade (e.g., an A will be lowered to A-, and A- will be lowered to a B+, etc.). In addition, being tardy to class will count as one-third of an absence. Three tardies will equal a full course absence.

Students remain responsible for any missed work from excused or unexcused absences. Immediately following an absence, students should contact the instructor to obtain missed assignments or lecture notes and to confirm new deadlines or due dates. Extensions or other accommodations are at the discretion of the instructor.

Automatically excused absences normally may not be used for quiz, exam or presentation days. Using an excused absence for a quiz, exam or presentation, such as in the case of sudden illness or other emergency, is at the discretion of the instructor.

In the case of prolonged illness, family emergencies, or other unforeseen serious issues, the student should contact the instructor to arrange for accommodation. Accommodation may also be made for essential professional or career-related events or opportunities. All accommodations remain at the discretion of the instructor, and appropriate documentation may be required.

Additional Policies

Class notes policy: Notes or recordings made by students based on a university class or lecture may only be made for purposes of individual or group study, or for other non-commercial purposes that reasonably arise from the student's membership in the class or attendance at the university. This restriction also applies to any information distributed, disseminated, or in any way displayed for use in relationship to the class, whether obtained in class, via e-mail or otherwise on the Internet, or via any other medium. Actions in violation of this policy constitute a violation of the Student Conduct Code, and may subject an individual or entity to university discipline and/or legal proceedings. Again, it is a violation of USC's Academic Integrity Policies to share course materials with others without permission from the instructor.

No recording and copyright notice: No student may record any lecture, class discussion or meeting with the instructor without his/her prior express written permission. The word "record" or the act of recording includes, but is not limited to, any and all means by which sound or visual images can be stored, duplicated, or retransmitted whether by an electro-mechanical, analog, digital, wire, electronic or other device or any other means of signal encoding. The instructor reserves all rights, including copyright, to his/her lectures, course syllabi and related materials, including summaries, slides (e.g., Keynote, PowerPoint), prior exams, answer keys, and all supplementary course materials available to the students enrolled in the class whether posted to the LMS or otherwise. They may not be reproduced, distributed, copied, or disseminated in any media or in any form, including but not limited to all course note-sharing websites. Exceptions are made for

students who have made prior arrangements with The USC Office of Disability Services and Programs and the instructor.

Participation: Students are expected to actively participate in this course. In an online forum, participation includes:

- Careful reading and viewing of assigned materials by the date due
- Regular, substantive contributions to discussions
- Active engagement with online content
- On-time attendance and full attention in synchronous sessions
- Significant collaboration with classmates and teammates

Course grades may be affected for students who do not contribute to the course through active participation. Students should notify the instructor in advance if they are unable to attend class. Those unable to attend will be required to review the online recording for the session missed, and submit thoughtful feedback to the Instructor.

Contact Hours

This 2-unit course requires 1500 minutes of instructional time per semester, which equals 100 minutes (1 hour and 40 minutes) of instructional time each week. In addition, it is expected that students will work, on average, an additional 240 minutes (4 hours) per week outside of class — on readings/viewings, homework assignments, field experiences, and individual or team projects. Synchronous class sessions will be offered as a regularly scheduled evening class once each week.

Course Schedule by week:

	Topics/Daily Activities	Readings and Homework	Deliverable/ Due Dates
Week 1	Introduction to the law of organizations: the common law and the Corporations Code	Lecture	
Week 2	Understanding the legal environment of teams, group projects and joint ventures: responsibilities, ownership, contracts and liabilities; Promoter liability: who is a promoter? Where do they fit in this situation?	Klein pp. 1-26; 28-31	
Week 3	Risk, Liability and Decisionmaking: What is the difference between actual, apparent and ostensible authority? Legal liability caused by intentional action, inaction, and the limits of insurance.	Klein pp. 31-48; 63-72	
Week 4	Business at its most basic level: Dad's lawn mower shop and the sole proprietorships; fundamentals that all businesses must know about doing business, formation and income tax. [QUIZ 1 on Blackboard 7.5% of course grade; due before next class].	Handouts available on 2U/Blackboard	Quiz 1 Assigned
Week 5	Moving ahead: Partnership creation, authority, taxes, liability and debt. [ASSIGNMENT: write a partnership agreement value 10% of course grade due 3 weeks]	Klein pp. 73-156	Quiz 1 due before class Partnership Agreement Assigned
Week 6	Introduction to the law of nonprofit organizations; how they meet specific	Handouts available on 2U/Blackboard	Quiz 2 Assigned

	needs and benefit donors. [QUIZ 2 on Blackboard 7.5% of course grade; due before next class]		
Week 7	Special issues surrounding nonprofit organizations; Understanding B-corporation certification, the Better Business Bureau, LEED and the value of membership in industry/trade groups.	Handouts available on 2U/Blackboard	Quiz 2 due before class
Week 8	Employees: can't live with 'em; can't live without 'em: special considerations in hiring, promotion and termination, including an understanding of at-will employment, contracts of employment, confidentiality, ownership of company property, trade secrets, inventions and intellectual properties. Human Resources' role in training, compliance, investigation and employee discipline. [Midterm Assigned on Blackboard 20% of course grade; due before next class]	Handouts available on 2U/Blackboard Klein pp.48-63	Partnership Agreement Due before class Midterm Assigned
Week 9	Risk minimization as business strategy: recognizing business risks and minimizing those risks with insurance and picking the best form for your business	Handouts available on 2U/Blackboard	Midterm Completion deadline: due before class
Week 10	Limited Liability Partnerships -	Handouts available on 2U/Blackboard	Quiz 3 assigned

	addressing the need for capital and the regulatory environment [Quiz 3 on Blackboard 7.5% of course grade; due before next class]	Klein pp. 157-168	
Week 11	Limited Liability Companies - a hybrid business model; benefits and potential pitfalls. [ASSIGNMENT : write an operating agreement for a Limited Liability Company or By-laws for a Corporation; value 10% of course grade; due 3 weeks]	Klein pp. 259-265; 283-293	Quiz 3 due before class Operating Agreement/By-Laws Assignment
Week 12	The traditional C-corporation; structure; function; capitalization; regulation; and taxes; The S-corporation; its similarities to partnership, C-corporations, taxes and limitations [Quiz 4 on Blackboard 7.5% of course grade; due before next class]	Klein pp. 169-242; 563-590; 649-667	Quiz 4 Assigned
Week 13	Piercing the corporate veil part one -- knowing how to limit legal liabilities and minimize exposure to personal liability	Handouts available on 2U/Blackboard Klein pp. 277-282; 591-621	Quiz 4 due before class
Week 14	Piercing the corporate veil part two -- special risks to officers, directors and shareholders who do not follow the rules: examples of losing limited liability by mismanagement in	Handouts available on 2U/Blackboard	

	LLCs, corporations and nonprofits.		
Week 15	<p>Oral Presentation on Contemporary organizational legal issue drawn from the news, media, personal knowledge. The presentation will be no longer than 7 minutes and present the issue and solution. The oral presentation is worth 10% of the course grade and will be followed up with a written report no longer than 10 pages inclusive of bibliography/endnotes worth 20% of the course grade.</p>	None Assigned	<p>Oral presentations will be made during class</p> <p>Written reports are due on the last day of the session</p>

Statement on Academic Conduct and Support Systems

Academic Conduct:

Plagiarism – presenting someone else’s ideas as your own, either verbatim or recast in your own words – is a serious academic offense with serious consequences. Please familiarize yourself with the discussion of plagiarism in SCampus in Part B, Section 11, “Behavior Violating University Standards” policy.usc.edu/scampus-part-b. Other forms of academic dishonesty are equally unacceptable. See additional information in SCampus and university policies on scientific misconduct, policy.usc.edu/scientific-misconduct.

Support Systems:

Student Health Counseling Services - (213) 740-7711 – 24/7 on call
engemannshc.usc.edu/counseling

Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention.

National Suicide Prevention Lifeline - 1 (800) 273-8255 – 24/7 on call
suicidepreventionlifeline.org

Free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week.

Relationship and Sexual Violence Prevention Services (RSVP)
-213-740-9355 (WELL)
<https://studenthealth.usc.edu/sexual-assault/>

Free and confidential therapy services, workshops, and training for situations related to gender-based harm.

Relationship and Sexual Violence Prevention and Services provides immediate therapy services for situations related to gender- and power-based harm (e.g., sexual assault, domestic violence, stalking).
(wording from the site)

Office of Equity and Diversity (OED) | Title IX - (213) 740-5086
equity.usc.edu, titleix.usc.edu

Information about how to get help or help a survivor of harassment or discrimination, rights of protected classes, reporting options, and additional resources for students, faculty, staff, visitors, and applicants. The university prohibits discrimination or harassment based on the following protected characteristics: race, color, national origin, ancestry, religion, sex, gender, gender identity, gender expression, sexual orientation, age, physical disability, medical condition, mental disability, marital status, pregnancy, veteran status, genetic information, and any other characteristic which may be specified in applicable laws and governmental regulations.

USC Policy Reporting to Title IX (213) 740-5086
<https://policy.usc.edu/reporting-to-title-ix-student-misconduct/>

The university encourages individuals to report prohibited conduct to the *Title IX Office*. Individuals can report to the university *Title IX Coordinator* in the *Office of Equity and Diversity*.

Bias Assessment Response and Support - (213) 740-2421
studentaffairs.usc.edu/bias-assessment-response-support

Avenue to report incidents of bias, hate crimes, and microaggressions for appropriate investigation and response.

The Office of Disability Services and Programs - (213) 740-0776

dsp.usc.edu

Support and accommodations for students with disabilities. Services include assistance in providing readers/notetakers/interpreters, special accommodations for test taking needs, assistance with architectural barriers, assistive technology, and support for individual needs.

USC Support and Advocacy - (213) 821-4710

studentaffairs.usc.edu/ssu

Assists students and families in resolving complex personal, financial, and academic issues adversely affecting their success as a student.

Diversity at USC - (213) 740-2101

diversity.usc.edu

Information on events, programs and training, the Provost's Diversity and Inclusion Council, Diversity Liaisons for each academic school, chronology, participation, and various resources for students.

USC Emergency - UPC: (213) 740-4321, HSC: (323) 442-1000 – 24/7 on call

dps.usc.edu, emergency.usc.edu

Emergency assistance and avenue to report a crime. Latest updates regarding safety, including ways in which instruction will be continued if an officially declared emergency makes travel to campus infeasible.

USC Department of Public Safety - UPC: (213) 740-6000, HSC: (323) 442-120 – 24/7 on call

dps.usc.edu

Non-emergency assistance or information.