

**Before and Beyond Business Associations:  
Business Law Resources and Courses**

**Professor Walter Effross  
American University Washington College of Law**

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**Resources**

**You might find the following resources helpful in identifying and illustrating emerging trends in the substance and practice of business law:**

- 1. The Wall Street Journal (available in the Pence Law Library)**
- 2. Business Week (available in the Pence Law Library)**
- 3. The National Law Journal (available in the Pence Law Library)**
- 4. The Wall Street Journal Law Blog, [blogs/wsj.com/law](http://blogs/wsj.com/law)**
- 5. A wide variety of business law blogs (for instance, search “business law blogs” or “commercial law blogs” or “corporate governance blogs”)**
- 6. The American Bar Association**

**After becoming a student member of the ABA (for the fee of \$25), you can join its Business Law Section—with its wealth of information and networking opportunities-- for no additional charge.**

**See [abanet.org/join/lsd\\_enroll/pm/enrollment.shtml](http://abanet.org/join/lsd_enroll/pm/enrollment.shtml) (enrollment)**

**[abanet.org/ome/front/form/dues/abarate.html](http://abanet.org/ome/front/form/dues/abarate.html) (joining sections)**

**[abanet.org/buslaw/home.shtml](http://abanet.org/buslaw/home.shtml) (description: Business Law Section)**

**[abanet.org/buslaw/committees](http://abanet.org/buslaw/committees) (Business Law Section committees)**

**7. American Bankruptcy Institute (ABI) (based in Alexandria)- [abiworld.org](http://abiworld.org)**

**To join as a law student, contact Kimberly Hay, [khay@abiworld.org](mailto:khay@abiworld.org)**

**8. Continuing Legal Education (CLE) Courses**

**The titles and descriptions of these programs indicate business law issues of such relevance that practitioners spend hours (and, often, significant registration fees) to learn the latest about them. You might consider contacting some of the speakers to obtain more background on their topics, and, possibly, to request career and/or paper-topic advice.**

**Two of the leading providers of CLE courses are:**

**Practising Law Institute [pli.edu](http://pli.edu)**

**American Law Institute-American Bar Association [ali-aba.org](http://ali-aba.org)**

**CLE courses are also presented by the ABA, the ABI, and many state and local bar associations (including the associations of: the District of Columbia Bar, [dcbbar.org](http://dcbbar.org); the Maryland State Bar, [msba.org](http://msba.org); and the Virginia State Bar, [vsb.org](http://vsb.org)).**

**9. The Pence Law Library has a well-developed collection of business law books, a variety of specialized business law reviews, and access to extraordinary business law databases.**

**10. A link to a list of “Books Beyond the Syllabus: Recommended Professional Reading” is available at [effross.com](http://effross.com).**

## **Course Recommendations: Two Lists**

**(disclosure: I teach the courses indicated by \*)**

**I would be happy to discuss these lists or any of their components.  
My office hours for the Fall 2009 semester are 12:15 – 1:15 p.m., on  
Wednesdays and on Fridays.**

### **Strongly Recommended (in alphabetical order)**

#### **1. Advanced Corporate Law\***

**My version of this course (Advanced Corporate Law: Corporate Governance) addresses the most significant, dynamic, and high-profile topic in business law today: the struggle of shareholders to participate more fully and effectively, and in a more informed manner, in corporate control and management.**

**Instead of an examination, each student will deliver a presentation to the class on her “work-in-progress” version of-- and submit a final version of-- a research paper, on a relevant topic of her choice, that satisfies WCL’s Upper Level Writing Requirement. A wide variety of sample topics and source materials will be suggested— in part, through my forthcoming book, the first casebook devoted to the topic of corporate governance.**

**Business Associations is a prerequisite to this course.**

#### **2. Business Associations\***

**This course analyzes the allocation of authority, responsibility, and liability among the owners and managers of partnerships, of limited liability companies, and of corporations. Not only is it a “gateway” course for more advanced topics, but its principles should be of use to anyone considering founding, investing in, and/or working for any type of partnership, corporation, or limited liability company, or counseling any such entity, its investors, or its management.**

**The laws in this area are much less precise and much more flexible than many would expect, and one theme of the course is the degree to which considerations of reasonableness, loyalty, and fairness underlie business associations legislation and jurisprudence.**

**There are no prerequisites to this course.**

**3. Corporate Bankruptcy\***

**4. Federal Personal Income Tax**

**5. Negotiable Instruments\***

**Although sometimes un- or under-appreciated by law students who haven't taken it, Negotiable Instruments can be one of the most relevant, refreshing, and rewarding courses in the entire business law- and law school-curriculum.**

**On its most basic level, this course analyzes and applies the rules governing the “payment systems” of negotiable instruments, funds transfers, and credit cards. It focuses primarily on the processes by which a party’s paper or electronic promise (note) or order (draft) to pay money can be acquired—by gift, purchase, fraud, theft, or windfall” by subsequent parties in turn, and what the respective rights and liabilities of the parties are in such situations. Almost immediately, for instance, the class discusses practical legal concerns—a number of which are unfamiliar even to many lawyers—about drafting, indorsing, and depositing checks.**

**Themes of the course include: the identifying characteristics of notes and drafts; the non-colloquial definitions of “signature” and “forgery” under the Uniform Commercial Code; the liability of employers for negotiable-instruments-related fraud by their employees; the role of banks in honoring and dishonoring checks; the ways in which the Code treats negotiable instruments both as contracts and as pieces of personal property; and the role of negotiable instruments in the national economy.**

**This brightly-lit legal landscape, marked by centuries-old pathways of practice, contains few places for the shadows of ambiguity to lurk. Many students find an elegant precision in the elements of the Code, and a sense of satisfaction and accomplishment in mastering the interpretation and interaction of these provisions. Under the Code, as in chess, complex situations can easily emerge from a limited number of pieces and rules; and, as in chess, there exist strategies to evaluate, analyze, and resolve even the most complicated of these situations. This course helps students develop the**

**crucial skills of identifying and applying such statutory strategies.**

**There are no prerequisites to this course.**

**Suggested (in alphabetical order)**

- 1. Administrative Law**
- 2. Antitrust**
- 3. Business Planning**
- 4. Corporate Finance**
- 5. Corporate Tax**
- 6. E-Commerce Law & Drafting\***

**This course presents practical contractual and licensing techniques to minimize the legal, technological, and cultural uncertainties facing the parties in transactions involving digitized information (text, music, images, video, software) and/or digital methods of communication (e-mail, Web sites).**

**Its detailed examinations of both traditional and recently-developed provisions, and the extensive drafting-issues checklist developed throughout the semester, should be of continuing professional and personal relevance to anyone contemplating preparing, revising, or negotiating contracts or licenses of any type.**

**The class analyzes a wide variety of actual and model documents and discusses their underpinnings in the laws of contracting and of intellectual property.**

**There are no prerequisites to this course.**

- 7. Law of Nonprofit Organizations**
- 8. Sales**
- 9. Secured Transactions**