

# UCI Paul Merage School of Business

## MGMT 192 (Business Law) Spring Quarter 2020

### CONTACT INFORMATION

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### PROFESSOR BIO



**Machiavelli W. Chao** has been teaching at the Paul Merage School of Business since 2003, and has been honored with numerous teaching awards from his students, the Merage School and the university. He is UCI's 2018 Lecturer of the Year, and the recipient of the 2019 Merage Excellence in Teaching awards.

In the undergraduate program, he teaches financial accounting, individual, corporate and partnership taxation, and business law. In the Fully-Employed MBA program, he teaches business law. As a full-time continuing lecturer, he often represents the Merage School at speaking engagements and educational programs, and has been interviewed by local and national newspapers regarding tax-related topics. He is the faculty advisor for the Accounting Association, Beta Alpha Psi (the national accounting honor fraternity) and Students Consulting for Non-Profit Organizations.

Upon graduation from Cal State Fullerton in 1990 with a Bachelors of Arts degree, *cum laude*, in Business Administration with an emphasis in Accounting, he worked for three years at KPMG Peat Marwick, LLP, rising to the level of supervising senior auditor. After entering law school, he interned with the City Attorney of Huntington Beach, and the Orange County District Attorney, and externed with the Honorable Thomas F. Crosby, Justice, California Court of Appeal, Fourth District. Upon graduation from the University of Southern California in 1990 with his Juris Doctorate, Mr. Chao worked for Ernst & Young, LLP, as a senior tax consultant. Later, as an associate with Graham & James, LLP, he specialized in corporate and real estate transactions, income tax planning and appeals, and estate planning.

From 1999 to current, he has been in his own private law practice in Orange County which serves a wide range of clients, from high-wealth individuals to partnerships, multi-national corporations to non-profit organizations, and local businesses to overseas clients. His firm specializes in counseling clients in business and real estate transactions, including the formation of business entities, the negotiation and implementation of business contracts and the purchase, sale and lease of real estate. Additionally, he focuses on planning clients' estates to minimize the effect of estate and gift taxes through the implementation of estate planning strategies. Further, he advises and represents clients before governmental taxing authorities.

## COURSE OVERVIEW

Throughout history, law has been a fundamental bedrock of any society. Whether in ancient Greece, feudal dynasties in Asia, Renaissance-era city-states, or 21<sup>st</sup>-century nation-states, each society established enforceable rules governing the relationships among its residents, and between its residents and society itself. And, because doing business was fundamental in any society, laws played an irreplaceable role by providing the rules of the road.

Modern businesses face legal implications in their daily operations and development of strategic plans for current and future success. As such, effective decision-making for businesses requires an appreciation of the law. In order to navigate through today's complex—and often litigious—society, businesses must have knowledge of a myriad of legal principles governing civil wrongs, contracts, commercial relationships and business formation and operations.

Today, many people often feel the law represents an impediment to effective business operations, or an annoyance requiring constant compliance, immediate response or worse, manipulation. Because it is important to minimize risk and exposure, create significant value, and especially in this economy, marshal and better allocate limited resources, your knowledge of the law will be a strategic asset which can provide any business with many benefits, and enable it to avoid costly—and potentially expensive—mistakes. In the business world, your ability to identify legal issues and prevent legal troubles can enhance your reputation as a valuable asset to any business.

However, merely knowing the law is insufficient. In business, decisions are not just based on an evaluation of financial impact; rather, choices among alternatives, many of which are laced with ethical dilemmas, must be made. Ethical issues may arise involving the identification of stakeholders, evaluating the consequences of ethical lapses, and understanding the importance of a business' social responsibility. Thus, the practical understanding of ethics, as it relates to the law, has become a crucial element in business decision-making and strategy.

As such, our course has been designed to help you learn the fundamentals of laws related to business, to develop your understanding of the law through continued application of legal principles, and to advance your analytical, decision-making and communication skills. After successfully completing this course, you should be ready for a career in business, be prepared to enter law school, or be able to pass the Regulations section of the CPA exam.

***This course requires a lot of work.*** Do not be discouraged by the volume of reading as much of it contains examples to help illustrate the principles being discussed. Learning the law is not difficult. But, merely memorizing principles of law does not work. Rather, the best way to learn the law is to apply the rules to different examples. With the foundation built by the readings, the videos will go into more detail about the law, illuminate the points of law, and provide analysis of the law.

## COURSE MATERIALS

- Essentials of Business Law (6th edition), by Jeffrey F. Beatty and Susan S. Samuelson

You ***must*** purchase access to CengageNow/MindTap. MindTap contains the e-textbook for our course. It also contains questions, quizzes and other tools to help you practice and understand the law. Each week, MindTap lists reading assignments and other exercises you must complete for each module by specified deadlines. This is mandatory as our course presumes you have completed MindTap.

#6. Explicitly stating communication as learning

To purchase MindTap, click on any reading or homework assignment in Canvas. Also, you may want to consider Cengage Unlimited where you pay a one-time fee for unlimited digital access to all of Cengage's textbooks. To learn more about Cengage Unlimited, go to: <https://www.cengage.com/unlimited>.

### E-MAIL POLICY

As this is an online course, our interactions are intended to be conducted online. This does not mean we are unavailable or unwilling to assist you. Rather, your primary source of assistance and communication will be through our weekly Zoom.us sessions and the Canvas discussion forums.

Please limit your e-mails to **only** those matters which cannot be solved through the Canvas discussion forums. If you must e-mail, send it to: [MaxMerage@gmail.com](mailto:MaxMerage@gmail.com). For the subject line, please use this format: MGMT 192: (insert your topic). Our TAs monitor e-mail sent to this address and can address your issue efficiently. Please consider it would be unreasonable to expect us to be monitoring e-mail on a 24-hour basis. As such, we commit to responding to your e-mail within twenty-four (24) hours.

If you have a *personal or confidential matter* **only**, you may e-mail me at [mwchao@uci.edu](mailto:mwchao@uci.edu).

### GRADING

First Set of Quizzes (April 25/26)	13%
Second Set of Quizzes (May 16/17)	13%
Final Examination (June 8/9 and 10/11)	25%
CengageNow/MindTap	12%
Group "You Be the Judge" Case Analyses	15%
Group Peer Review	4%
Canvas Discussion Forum Participation	10%
Zoom.us Participation	8%
	<b>100%</b>

#5. At least %25 of assessment is on communication.

#### **QUIZZES AND EXAMINATIONS (51%)**

There are two (2) types of quizzes and examinations in our class. First, there are two (2) online multiple-option quizzes and two (2) online short-answer quizzes. Each of these quizzes cover the materials discussed in the immediately prior classes, and are **not** cumulative. The online window opens at 8:00 a.m. on Saturday, and closes at 11:00 p.m. on Sunday. The goal of these quizzes is to give you an incentive not to fall behind in learning the law.

Second, there is a two-part final examination. Both parts are online. The first part consists of multiple-option questions, and does not require Examyty. The second part consists of short-answer questions, and requires Examyty. For more information on Examyty, see the Canvas course website. Both parts of the final exam are cumulative.

#### **CENGAGENOW/MINDTAP (12%)**

MindTap is Cengage's online learning system which provides in-depth engagement to help you succeed in our course. It is integrated with the e-textbook, and has been designed to start with the basics, and then progress to more detailed analysis.

By *Wednesday* of each week, you *must* complete any required reading, along with Worksheets for any assigned chapter. Additionally, by *Sunday* of each week, you *must* complete any Video Exercises, Hypotheticals and/or Case Problems for any assigned chapter. *Be aware*: some modules require much more reading than others. Each chapter's MindTap materials should take about an hour to complete. Budget your time accordingly.

### **GROUP “YOU BE THE JUDGE” CASE ANALYSES/PEER REVIEW (19%)**

At the end of the third lecture, our class will be divided into groups. At the conclusion of Weeks #3, #4, #5, #6 and #9, your group will be assigned a “You Be the Judge” case for which your group will write an analysis of the case based on applicable law you have already learned. Then, one member of your group will film a video presenting a summary of your group’s analysis.

Additionally, so as to provide an incentive to you to contribute to your group, each group will collectively complete a peer review to be completed to evaluate the performance, participation and contribution of each group member.

### **PARTICIPATION (18%)**

In addition to our expectation that you view all lecture videos in Canvas, there are two (2) components to your *required* participation in our class. First, each week, you are required to attend at least one (1) online Zoom.us session, and actively participate in this session. Active participation means asking questions, answering questions or contributing meaningful comments to the session. Our Canvas website will provide you information as to when each week’s online Zoom.us sessions will be held.

Second, you must contribute posts to the Canvas discussion forums. Each discussion forum requires a minimum number of posts—*it varies for each discussion forum*—by specified deadlines. The goal is for our class to work together to help all of you to learn the law, and to increase your engagement with the course materials. Your posts may consist of starting a new topic, answering questions, or making other comments relevant to our class. While the discussion forums will be moderated, *it is unreasonable to expect us monitor them on a 24-hour basis*.

You **must** read all prior posts within a discussion forum **before** starting a new topic. This policy is meant to prevent our discussion forums from being clogged up with the same questions. Repeated violations of this policy will result in your posts being deleted, and you will not receive any credit for these deleted posts.

### **DOING SOMETHING GOOD (Bonus for Canvas Discussion Forum Participation)**

A key component of education is humanism: utilizing what you have learned to help others. So as to encourage you to (hopefully) begin a lifetime of giving back, you can earn bonus points—to supplement Canvas Discussion Forum scores—by doing something good *twice*. “Doing something good” is broadly defined. It can involve volunteering at a food kitchen, tutoring a student (for free), or mowing a lawn for a neighbor. It is up to you to determine what to do. You should *use reasonable judgment* as to what you believe was good enough to qualify for these bonus points.

You may think there is not enough time in your busy schedule, or it will be a waste of time. And, you are welcome to not take advantage of these bonus points. But, I hope you will gain a different perspective on life and be rewarded with personal satisfaction and a sense of accomplishment. In order to prove you have completed this opportunity, all you need to do is submit a written summary of what you did to “do something good” online in Canvas. The first “doing something good” is due by Sunday of the end of the fifth week of our quarter, while the second “doing something good” is due by Sunday of the end of the tenth week of our quarter.

#2. A video case analysis (visual) and discussion posts (written) satisfy using at least 2 modes.

#1. Case studies and discussion posts throughout the quarter demonstrate how communication is being taught and assessed throughout the quarter.

#3. Case analyses indicate specific genre, though this would benefit from more explicit mention of genre

## COURSE SCHEDULE

WEEK	TOPIC	ACTIVITY
<b>WEEK #0</b> <i>March 23 to 29</i>		<ul style="list-style-type: none"> <li>Syllabus Quiz</li> <li>Academic Honesty Quiz</li> </ul>
<b>WEEK #1</b> <i>March 30 to April 5</i>	<u>Module 1</u> (1A to 1C) Chapter 4: Common Law	
<b>WEEK #2</b> <i>April 6 to 12</i>	<u>Module 2</u> (2A to 2F) Chapter 5: Constitutional Law	
<b>WEEK #3</b> <i>April 13 to 19</i>	<u>Module 3</u> (3A to 3E) Chapter 2: Ethics and Social Responsibility	<ul style="list-style-type: none"> <li>Watch TV and note all the ads you see</li> </ul>
<b>WEEK #4</b> <i>April 20 to 26</i>	<u>Module 4</u> (4A to 4F) Chapter 8: Intentional Torts Chapter 9: Negligence and Strict Liability	<i>"You Be the Judge" (for Module 3)</i>
<b>MULTIPLE-OPTION &amp; SHORT-ANSWER QUIZZES</b> <i>April 25/26</i>	<i>Modules 1 to 4</i>	
<b>WEEK #5</b> <i>April 27 to May 3</i>	<u>Module 5</u> (5A to 5J) Chapter 11: Introduction to Contracts Chapter 12: Agreement Chapter 13: Consideration Chapter 14: Legality Chapter 15: Capacity and Consent	<i>"You Be the Judge" (for Module 4)</i> <i>Doing Something Good</i>
<b>WEEK #6</b> <i>May 4 to 10</i>	<u>Module 6</u> (6A to 6H) Chapter 16: Written Contracts Chapter 17: Third Parties Chapter 18: Contract Termination Chapter 19: Remedies	<i>"You Be the Judge" (for Module 5)</i>
<b>WEEK #7</b> <i>May 11 to 17</i>	<u>Module 7</u> (7A to 7D) Chapter 28: Agency Law	<i>"You Be the Judge" (for Module 6)</i>
<b>MULTIPLE-OPTION &amp; SHORT-ANSWER QUIZZES</b> <i>May 16/17</i>	<i>Modules 5 to 7</i>	
<b>WEEK #8</b> <i>May 18 to 24</i>	<u>Module 8</u> (8A to 8E) Chapter 24: Secured Transactions	
<b>WEEK #9</b> <i>May 25 to 31</i>	<u>Module 9</u> (9A to 9F) Chapter 25: Negotiable Instruments Chapter 26: Liability for Negotiable Instruments	
<b>WEEK #10</b> <i>June 1 to 7</i>	<u>Module 10</u> (10A to 10I) Chapter 31: Starting a Business Chapter 32: Partnerships Chapter 33: Life and Death of a Corporation Chapter 34: Management Duties	<i>"You Be the Judge" (for Modules 8 to 9)</i> <i>Doing Something Good</i>
<b>MULTIPLE-OPTION FINAL EXAM</b> <i>June 8/9</i>	<i>Comprehensive (Examity not required)</i>	
<b>SHORT-ANSWER FINAL EXAM</b> <i>June 10/11</i>	<i>Comprehensive (Examity required)</i>	

## TECHNOLOGY REQUIREMENTS

Learning at a distance requires specific technical skills and device configurations. Carefully review the [Technology Requirement Policies](#). If you encounter any technical problems during our course, please follow these steps:

1. Clear your browser's cache
2. Try a different browser (Chrome, Firefox, Safari)
3. Shutdown and restart your computer
4. If your problems persist, click the HELP button in Canvas for technical support

## GUIDELINES AND POLICIES

### **ACADEMIC HONESTY**

UCI's policies requiring academic honesty will be strictly applied and enforced. Academic dishonesty includes, but is not limited to, obtaining copies of, or information about, any prior quizzes or examinations given in prior classes. *This specifically includes the use of test banks and purported "study aid" websites, including, but not limited to CourseHero and Chegg. You and I both know these websites help facilitate academic dishonesty.*

**As a warning to you**, because I have subscriptions to many of these websites, I already know what has been posted publicly for our course. However, if you still cannot resist the urge to use one of these websites, you must ask yourself this question: are the materials on those websites genuine, or did I *purposefully* plant those materials on those websites to trap you?

Academic dishonesty also includes turning in any work product, including your work on quizzes or examinations, which is the not the result of your sole effort, and collaborating with any third party or resource when taking any quizzes or examinations. For information on the duties imposed upon you under UCI's policy on academic honesty, go to: <http://senate.uci.edu/academic-integrity/>.

*Academic dishonesty will result in an F for the course plus additional university-level disciplinary action.* There will be no exceptions made to this policy as I have no tolerance whatsoever for academic dishonesty. Resist any urge you have to engage in academic dishonesty. *Do not believe you can get away with it as you will be caught, and the consequences will not be trivial.*

### **CHANGES AND MODIFICATIONS**

While every effort is made to provide accurate information, I reserve the right to change this Syllabus, including, but not limited to assignments and dates, as necessary in my sole discretion. Every effort will be made to announce any changes in class. However, changes may be made without prior notice. You are encouraged to check the course website each week.

### **PLEAS FOR RE-GRADING A QUIZ OR AN EXAM, OR FOR A HIGHER GRADE**

If you ask us to re-look at a question on a quiz or an exam—not because we made a mistake—because you are looking for extra points to boost your final grade, we will be happy to do so. But consider yourself warned: we will not look at just that question; rather, we will re-grade the entire quiz or exam. This may result in a higher grade. But more likely than not, your grade will fall as we realize we were too generous when we originally graded it. Make this request at your own risk!

This same warning applies to any request for additional points at the end of the quarter. This will result in us re-examining all points which have been awarded to you during our course.

## **EXCUSES**

You are an adult, and you are required to act like one. This means you must read this Syllabus—I don't write this for my own pleasure—and pay attention to and follow all instructions. Additionally, you are expected to **not** make excuses for failing to complete any requirement of this course, to take any quiz or examination as scheduled, or to submit any required assignment.

Any request for an exception to any rule or requirement, or to postpone any due date, will generally not be looked upon favorably, especially if your request includes any of the following: "I didn't know" or "I forgot" or "I didn't have time." If you have an assignment or quiz to complete, *and you wait until the last minute to do it*, then you better hope your Internet connection does not fail because we will not grant extensions if your Internet connections fails. Plan ahead accordingly.

## **HELP!**

Our goal is for you not just to pass our course, but to have a thorough understanding of our subject matter. Thus, if you need assistance, please follow these steps *in this order*. First, check to see if the Syllabus contains the information you are looking for. Second, post your question in the Canvas discussion forums which should be your primary source of assistance. Third, schedule office hours with me.

## **REQUESTS FOR LETTERS OF RECOMMENDATION**

Before making a request for a letter of recommendation, make sure you have met these minimum requirements first: (1) you have *completed* at least two (2) courses from me, one (1) of which was an upper-division course; and (2) you received an A- or better in all of these courses. If you do not meet these minimum requirements, because of the already-high volume of requests I receive from former students, the chances of me agreeing to write a letter of recommendation for you will be very low. Of course, exceptions may be made, but they are generally few and far between.

## **DIVERSITY AND INCLUSIVENESS POLICY**

The University of California, in accordance with applicable Federal and State law and University policy, does not discriminate on the basis of race, color, national origin, religion, sex, gender identity, pregnancy, physical or mental disability, medical condition (cancer related or genetic characteristics), ancestry, marital status, age, sexual orientation, citizenship, or service in the uniformed services. The University also prohibits sexual harassment. This non-discrimination policy covers admission, access and treatment in University programs and activities.