

**BOSTON COLLEGE  
CARROLL SCHOOL OF MANAGEMENT  
BUSINESS LAW DEPARTMENT  
Madrid, Spain  
Summer 2018  
[DRAFT, 8.15.17]**

Course: **Law I: Introduction to Law and the Legal Process**  
Dates: May 26 - June 23, 2018 [tentative, subject to change]  
Instructor: Richard Powers  
E-mail: [richard.powers@bc.edu](mailto:richard.powers@bc.edu)

**TEXTBOOK**

Business Law: Principles for Today's Commercial Environment, 5th ed., Thomson South-Western West Publishing Co. 2017, David P. Twomey, Marianne Moody Jennings & Stephanie M. Greene. The text in loose-leaf format is available at the Boston College Bookstore. You can also purchase or rent an electronic version of the text. Reading assignments, including cases, will be drawn from the chapters listed below. A list of the specific chapters to be addressed and the assigned cases can be found at the end of this document.

**COURSE OBJECTIVES AND METHOD**

This course introduces the student to the legal system and the social, legal and regulatory environment of business, as well as to ethical decision-making relating to law and business. Using a modified case method students analyze and discuss court decisions and other materials that illustrate the role of law in society and the impact of law on the business community. Current events that impact the legal environment of business are integrated into class discussion. In order to enhance the students' understanding of the U.S. scheme of justice, we will compare and contrast that of Spain and other European countries.

Students are expected to read the assigned textual material, abbreviated legal opinions, and selected problems contained in the text prior to class so that a meaningful dialogue can take place during class. Active student participation will assist students in the development of an orderly thought process, critical judgment, and articulate expression. As noted below, participation is an important element of individuals' grade.

The use of electronic devices (i.e., laptop computers or tablets) in class is prohibited without the specific consent of the instructor. Permission will generally be granted to use laptop computers in class if a student provides good academic reasons for using a laptop in class and proper assurances that said device will be used only for appropriate purposes. Smart phones can never be used in class.

We will discuss the assigned material, but we will not spend class time reviewing readings in detail. Instead, we will adhere to the philosophy underlying the following statement made by Francis Low, a former theoretical physicist and professor at the Massachusetts Institute of Technology: "I am afraid that the neat, clean lecture is not mine; rather the digression within the digression. I don't worry about finishing a prescribed amount of material, but go on whatever pace seems normal." [Brian Marquard, "Francis Low, MIT Professor and Provost," *Boston Globe* (March 6, 2007).] In other words, we will proceed through the syllabus in an orderly fashion, but our progress will not be at the expense of sufficiently exploring questions and issues raised in class and of interest to the class members.

The course begins with information on the legal system and the sources of law. Important provisions of the United States Constitution are examined. After learning about court systems, the legislative process, and how to analyze court opinions, we will address topics including business ethics, administrative regulation, antitrust law, employment discrimination, torts, crimes, securities regulation, and intellectual property. Because contracts serve as the basis of business relationships, a significant focus of the course will be devoted to that area of the law. Specifically, contract formation, principles of contract interpretation, breach and remedies are included in the topics addressed. International law will also be introduced, including sources of international law and the agencies that play a role in the regulation of international business. The risks associated with doing business in the global arena are considered, and legal strategies for minimizing risk will be discussed.

We will take advantage of the fact that this course is being conducted in Madrid through focusing on a comparative law approach regarding the Spanish and U.S. legal systems, as well as discussing current events in the U.S., Spanish, and international legal and business arenas. An integral part of the course will involve extracurricular activities designed to supplement the in-class learning experience relative to U.S. and Spanish law, and to more generally enhance students' appreciation and understanding of the Spanish legal, business, and cultural environment. Course-related excursions are expected to include visits to the Constitutional Court of Spain, the Supreme Court of Spain, a Spanish law firm, Spain's Senate, and the Spanish Stock Exchange. In addition, a Spanish law professor and representatives of the U.S. Embassy in Spain will speak with the class. (Note that the staff of Boston College-Madrid will also schedule numerous cultural excursions that are not directly related to the course.)

### **REQUESTS FOR ACCOMMODATIONS**

If you have a disability and will be requesting accommodations for this course, please register with Kathy Duggan [kathleen.duggan@bc.edu], Associate Director, Academic Support Services, The Connors Family Learning Center (learning disabilities and AHDH) or Paulette Durette [paulette.durette@bc.edu], Assistant Dean for Students with Disabilities (for all other disabilities). Please note that advance notice and appropriate documentation are required for accommodations. Accordingly, you should contact Dr. Duggan or Ms. Durette well in advance of the course start date.

### **COURSE REQUIREMENTS AND GRADING**

The course grade will be based on class participation, exams (a mid-term and final), and a research/reflection paper.

Preparation for class is essential for meaningful class discussion. Accordingly, it is expected that students will complete the assigned readings before attending class. On the average, we will address two chapters per class day. Participation credit will be earned through students raising and discussing relevant current events and briefing cases, as well as through answering and asking questions during class discussions.

At present, **Exam #1** is tentatively scheduled for **THURSDAY, June 7, 2018** and **Exam #2** is tentatively scheduled for **FRIDAY, June 22, 2018**.

A research and reflection report or project will be required of each student. This paper should represent the independent, reasonable, and original research of each student. The paper must include footnotes and a bibliography. To support student access to the required information and

materials, Senior Research Librarian Sonia Ensins has created a special web site for the Business Law Department providing links to various journals, periodicals, and other resources. In addition, materials regarding Spanish law and Spain's legal system will be made electronically through the Boston College Library system. Students will be provided with further details of the required format well in advance of the paper due date which, at present, is **JULY 13, 2018**.

### **QUESTIONS, COMMENTS, CONCERNS**

I strongly encourage you to let me know if you have any questions, comments or concerns regarding any aspect of the course, or if there are any issues that affect your ability to fulfill any of the course requirements. If you are facing a challenge or if you have a question, please do not hesitate or wait until the last minute to discuss it with me. Remember that open communication is essential to a successful learning experience.

### **COURSE OUTLINE**

The assigned readings will be drawn from the following chapters of the course text. A list of the specific chapters to be addressed appears at the end of this document.

#### **I. The Legal & Social Environment of Business**

##### **Chapter 1: The Nature and Sources of Law**

The Nature of Law and Legal Rights; Sources of Law; Classifications of Law

##### **Chapter 2: The Court System and Dispute Resolution**

The Court System; Court Procedure; Alternative Dispute Resolution

##### **Chapter 3: Business Ethics, Social Forces, and the Law**

What are "Business Ethics"?; Why are Business Ethics Important?; How to Recognize and Resolve Ethical Dilemmas

##### **Chapter 4: The Constitution as the Foundation of the Legal Environment**

The U.S. Constitution and the Federal System; The U.S. Constitution and the States; Interpreting and Amending the Constitution; Federal Powers; Constitutional Limits on Government

##### **Chapter 5: Government Regulation of Competition and Prices**

Power to Regulate Business; Regulation of Horizontal Markets and Competitors; Regulation of the Supply Chain and Vertical Trade Restraints; Remedies for Anticompetitive Behavior

##### **Chapter 6: Administrative Agencies**

Nature of the Administrative Agency; Legislative Power of the Agency; Executive Power of the Agency; Judicial Power of the Agency

##### **Chapter 7: Crimes**

General Principles; White-Collar Crimes; Criminal Law and the Computer; Criminal Procedure Rights for Businesses

**Chapter 8: Torts**

General Principles; Intentional Torts; Negligence; Strict Liability

**Chapter 9: Intellectual Property Rights and the Internet**

Trademarks and Service Marks; Copyrights; Patents; Secret Business Information; Protection of Computer Software and Mask Works

**Chapter 10: The Legal Environment of International Trade**

Conducting Business Internationally; International Trade; Issues Confronting Companies Engaged in International Business

**II. Contract Law****Chapter 11: Nature and Classes of Contracts: Contracting on the Internet**

Nature of Contracts; Classes of Contracts; Contracting on the Internet

**Chapter 12: Formation of Contracts: Offer and Acceptance**

Offer and Acceptance; Requirements, Termination, and Acceptance

**Chapter 15: Legality and Public Policy**

General principles; Agreements Affecting Public Welfare; Regulation of Business

**Chapter 19: Breach of Contract and Remedies**

What constitutes a Breach of Contract? Waiver of Breach; Remedies for Breach of Contract; Contract Provisions Affecting Remedies and Damages

**III. Employment Law****Chapter 38: Regulation of Employment**

The Employment Relationship; Labor Relations Laws; Employees' Health and Safety; Compensation for Employees' Injuries; Employee Privacy; Employer-Related Immigration Laws

**Chapter 39: Equal Employment Opportunity Law**

Title VII of the Civil Rights Act of 1964, as Amended; Protected Classes and Exceptions; Other EEO Laws

**IV. Business Organizations****Chapter 45: Securities Regulation**

Definition of a Security; State and Federal Regulation; Insider Trading and Misappropriation

**Chapter 47: Management of Corporations**

Duties and Liability of Officers and Directors; Liability and Indemnification; Protection of Shareholders

## **V. Real Property, Environmental Law and Land Use Controls**

### **Chapter 48: Real Property**

Nature of Real Property; Nature and Form of Real Property Ownership; Liability to Third Persons for Condition of Real Property; Eminent Domain

### **Chapter 49: Environmental Law and Land Use Controls**

Statutory Environmental Laws; Enforcement of Environmental Laws; Land Use Controls

**[PLEASE SEE FOLLOWING PAGE FOR A LIST OF SPECIFIC CHAPTERS AND CASES ASSIGNED]**

## **TENTATIVE SCHEDULE AND LIST OF ASSIGNED CHAPTERS/CASES**

[N.B.: This is the schedule used in 2017 and is provided for purposes of illustration ONLY. The schedule will be updated prior to the beginning of the session.]

Below is the tentative schedule for the classes. Almost assuredly, changes will be made as time goes on due to unforeseeable developments and inevitable changes in the schedule relative to visits to courts, etc. As you will note, generally we will cover two chapters in each class session. The chapters and specific *cases* (with the page that the case begins on is in parentheses) that I currently anticipate will be covered are listed below. Please note that it is possible that some chapters and/or cases will be deleted from this list and others might be added.

### **WEEK #1**

#### **Monday, 5/22**

1. *Fawcett* (5)
2. *Stanford* (15)
3. *Read text only; no cases assigned*

#### **Tuesday, 5/23**

4. *Mutual Pharmaceutical Co., Inc.* (52); *National Federation of Independent Businesses* (56); *New Mexico* (59); *Citizens United* (64)

#### **Wednesday, 5/24**

5. *Utah Pie Co.* (74); *Leegin* (76); *State Oil* (78); *Illinois Tool Works, Inc.* (80)
6. *Massachusetts v. EPA* (91); *Hornbeck Offshore Services, LLC* (99); *FCC v. Fox* (100)

#### **Thursday, 5/25**

7. *U.S. v. Ahmad* (107); *U.S. v. Park* (109); *N.J. v. Riley* (121); *U.S. v. King* (125)

#### **Friday, 5/26- No class (Toledo trip)**

### **WEEK #2**

#### **Monday, 5/29**

8. *Ignat* (135); *Orthopedic Systems, Inc.* (137); *Hardesty* (144)
9. *Harley-Davidson, Inc.* (155); *Cariou* (163); *Alice Corp.* (169); *Ebay, Inc.* (171); *Hallmark Cards, Inc.* (173)

#### **Tuesday, 5/30- Catch up and review/Q&A (Chapters 1-9)**

#### **Wednesday, 5/31- Visit to Constitutional Court of Spain @12:00 PM**

#### **Thursday, 6/1- EXAM #1 (Chapters 1-9)**

#### **Friday, 6/2- Midterm break (no class)**

### **WEEK #3**

#### **Monday, 6/5- Midterm break (no class)**

#### **Tuesday, 6/6**

10. *Empresa Cubana del Tabaco* (188); *TianRui Group* (190); *U.S. v. Georgiou* (197)
11. *Aon Risk Services* (210)
12. *Wigod* (220); *In re Delphi Corp.* (226)
19. *Tips* (336); *Fischer* (341); *Hamill* (347)

#### **Wednesday, 6/7**

Visit to Supreme Court @11:00 AM

#### **Thursday, 6/8**

38. *Adams* (750); *Semple* (752); *SeaWorld* (767)
39. *Griggs* (780); *Vance* (784); *UAW* (791); *Rhodes* (795)

**Friday, 6/9**

Visit to Senate of Spain @10:00 AM

Visit to Private Law Offices @4:00 PM

**WEEK #4**

**Monday, 6/12**

45. *Edwards* (906); *Matrixx Initiatives* (914); *Dirks* (919); *U.S. v. O'Hagan* (922)

48. *Wrinkle* (991); *Kelo* (997)

**Tuesday, 6/13**

49. *Burlington Northern Railway/Shell Oil Co.* (1012); *Babbitt* (1016)

**Wednesday, 6/14**

Catch up and review/Q&A (Chapters 10, et seq.)

**Thursday, 6/15-** Visit to La Bolsa de Madrid (Spanish Stock Exchange) @10:00 AM

**Friday, 6/16-** EXAM #2 (Chapters 10, et seq)

**NOTES:**