

CONTEMPORARY BUSINESS LAW

Contemporary Business Law, Global Edition

Table of Contents

Cover

Title Page

Copyright Page

Contents

PREFACE

Part I: LEGAL, ETHICAL, AND DIGITAL ENVIRONMENT

1 LEGAL HERITAGE AND THE DIGITAL AGE

Introduction to Legal Heritage and The Digital Age

What Is Law?

Schools of Jurisprudential Thought

History of American Law

Sources of Law In The United States

Critical Legal Thinking

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

2 CONSTITUTIONAL LAW FOR BUSINESS AND E-COMMERCE

Introduction to Constitutional Law for Business and E-Commerce

Constitution of The United States of America

Supremacy Clause

Commerce Clause

E-Commerce and the Constitution

Bill of Rights and other Amendments to the U.S. Constitution

Freedom of Speech

Freedom of Religion

Equal Protection

Due Process

Privileges and Immunities

Key Terms and Concepts

Critical Legal Thinking Cases



Ethics Cases

Notes

3 COURTS AND JURISDICTION

Introduction to Courts and Jurisdiction

State Court Systems

Federal Court System

Supreme Court of the United States

Jurisdiction of Federal Courts

Standing to Sue, Jurisdiction, and Venue

Jurisdiction in Cyberspace

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

4 JUDICIAL, ALTERNATIVE, ADMINISTRATIVE, AND E-DISPUTE RESOLUTION

Introduction to Judicial, Alternative, Administrative, and E-Dispute Resolution

Pretrial Litigation Process

Pleadings

Discovery

Pretrial Motions

Settlement Conference

Trial

E-Courts

Appeal

Alternative Dispute Resolution

E-Dispute Resolution

Administrative Law

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

5 INTENTIONAL TORTS AND NEGLIGENCE

Introduction to Intentional Torts and Negligence

Intentional Torts

Unintentional Torts (Negligence)

Special Negligence Doctrines

Defenses Against Negligence



Strict Liability

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

6 CRIMINAL LAW AND CYBER CRIMES

Introduction to Criminal Law and Cyber Crimes

Definition of a Crime

Criminal Procedure

Common Crimes

Business and White-Collar-Crimes

Cyber Crimes

Fourth Amendment Protection Against Unreasonable Search and Seizure

Fifth Amendment Privilege Against Self-Incrimination

Other Constitutional Protections

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

7 INTELLECTUAL PROPERTY AND CYBER PIRACY

Introduction to Intellectual Property and Cyber Piracy

Intellectual Property

Trade Secret

Patent

Copyright

Trademark

Key Terms and Concepts

Critical Legal thinking Cases

Ethics Cases

Notes

8 ETHICS AND SOCIAL RESPONSIBILITY OF BUSINESS

Introduction to Ethics and Social Responsibility of Business

Ethics and the Law

Business Ethics

Social Responsibility of Business

Key Terms and Concepts

Critical Legal Thinking Cases



Ethics Cases

Notes

Part II: CONTRACTS AND E-COMMERCE

9 NATURE OF TRADITIONAL AND E-CONTRACTS

Introduction to Nature of Traditional and E-Contracts

Definition of a Contract

Sources of Contract Law

Objective Theory of Contracts

E-Commerce

Classifications of Contracts

Express and Implied Contracts

Equity

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

10 AGREEMENT AND CONSIDERATION

Introduction to Agreement and Consideration.

Agreement

Offer

Special Offers

Termination of an Offer

Acceptance

Consideration

Promises That Lack Consideration

Settlement of Claims

Equity: Promissory Estoppel

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

11 CAPACITY AND LEGALITY

Introduction to Capacity and Legality.

Minors

Mentally Incompetent Persons

Intoxicated Persons

Legality



Special Business Contracts and Licensing Statutes

Unconscionable Contracts

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

12 GENUINENESS OF ASSENT AND STATUTE OF FRAUDS

Introduction to Genuineness of Assent and Statute of Frauds

Mistake

Fraud

Duress

Equitable Doctrine: Undue Influence

Statute of Frauds

Formality of the Witing

Parol Evidence Rule

Equitable Doctrine: Promissory Estoppel

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

13 THIRD-PARTY RIGHTS AND DISCHARGE

Introduction to Third-Party Rights and Discharge

Assignment of a Right

Delegation of a Duty

Third-Party Beneficiary

Covenants

Conditions

Discharge of Performance

Statute of Limitations

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

14 BREACH OF CONTRACT AND REMEDIES

Introduction to Breach of Contract and Remedies

Performance and Breach

Monetary Damages

Compensatory Damages



Consequential Damages

Nominal Damages

Mitigation of Damages

Liquidated Damages

Rescission and Restitution

Equitable Remedies

Arbitration of Contract Disputes

Torts Associated With Contracts

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

15 DIGITAL LAW AND E-COMMERCE

Introduction to Digital Law and E-Commerce

Internet

Email Contracts

E-Commerce and web Contracts

E-Licensing of Software and Information Rights

Privacy in Cyberspace

Domain Names

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

Part III: SALES AND LEASE CONTRACTS AND PRODUCT LIABILITY

16 FORMATION OF SALES AND LEASE CONTRACTS

Introduction to Formation of Sales and Lease Contracts

Uniform Commercial Code

Article 2 (Sales)

Article 2A (Leases)

Formation of Sales and Lease Contracts: Offer

Formation of Sales and Lease Contracts: Acceptance

UCC Statute of Frauds

Electronic Sales and Lease Contracts

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases



Notes

17 TITLE TO GOODS AND RISK OF LOSS

Introduction to Title to Goods and Risk of Loss

Identification of Goods and Passage of Title

Risk of Loss Where There Is No Breach of the Sales Contract

Risk of Loss Where There Is a Breach of the Sales Contract

Risk of Loss In Conditional Sales

Risk of Loss in Lease Contracts

Sale of Goods by Nonowners

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

18 REMEDIES FOR BREACH OF SALES AND LEASE CONTRACTS

Introduction to Remedies for Breach of Sales and Lease Contracts

Seller and Lessor Performance

Buyer and Lessee Performance

Seller and Lessor Remedies

Buyer and Lessee Remedies

Additional Performance Issues

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Case

19 WARRANTIES AND PRODUCT LIABILITY

Introduction to Warranties and Product Liability

Express Warranty

Implied Warranties

Warranty Disclaimers

Product Liability

Negligence

Strict Liability

Product Defects

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

Part IV: NEGOTIABLE INSTRUMENTS, BANKING, AND ELECTRONIC



FINANCIAL TRANSACTIONS

20 CREATION AND TRANSFER OF NEGOTIABLE INSTRUMENTS

Introduction to the Creation and Transfer of Negotiable Instruments

Negotiable Instruments

Types of Negotiable Instruments

Requirements of a Negotiable Instrument

Nonnegotiable Contract

Transfer of a Negotiable Instrument by Negotiation

Transfer of a Negotiable Instrument by Indorsement

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

21 HOLDER IN DUE COURSE AND LIABILITY OF PARTIES

Introduction to Holder In Due Course and Liability of Parties

Holder in Due Course (HDC)

Signature Liability

Forged Indorsements

Warranty Liability

Defenses Against Payment of Negotiable Instruments

Discharge of Liability

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Case

22 BANKING SYSTEM AND ELECTRONIC FINANCIAL TRANSACTIONS

Introduction to the Banking System and Electronic Financial Transactions

The BankCustomer Relationship

Ordinary Checks

Special Types of Checks

Honoring Checks

Forged Signatures and Altered Checks

The Collection Process

Bank Payment Rules

Electronic Banking and E-Money

Bank Reform

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases



Notes

Part V: CREDIT, SECURED TRANSACTIONS, AND BANKRUPTCY 23 CREDIT, REAL PROPERTY FINANCING, AND SECURED TRANSACTIONS

Introduction to Credit, Real Property Financing, and Secured Transactions

Unsecured and Secured Credit

Real Property Financing

Secured Transactions in Personal Property

Perfecting a Security Interest In Personal Property

Surety and Guaranty Arrangements

Collection Remedies

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

24 BANKRUPTCY AND REORGANIZATION

Introduction to Bankruptcy and Reorganization

Bankruptcy Law

Bankruptcy Procedure

Bankruptcy Estate

Chapter 7Liquidation

Chapter 13 Adjustment of Debts of an Individual with Regular Income

Chapter 11 Reorganization

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

Part VI: BUSINESS ORGANIZATIONS, CORPORATE GOVERNANCE, AND INVESTOR PROTECTION

25 AGENCY LAW

Introduction to Agency Law

Employment and Agency Relationships

Formation of an Agency

Principals Duties

Agents Duties

Tort Liability of Principals and Agents

Contract Liability of Principals and Agents

Independent Contractor



Termination of an Agency

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

26 SMALL BUSINESS, ENTREPRENEURSHIP, AND PARTNERSHIPS

Introduction to Small Business, Entrepreneurship, and Partnerships

Entrepreneurship

Sole Proprietorship

General Partnership

Liability of General Partners of a General Partnership

Limited Partnership

Liability of General and Limited Partners of a Limited Partnership

Limited Liability Limited Partnership

Dissolution of General and Limited Partnerships

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

27 CORPORATE FORMATION AND FINANCING

Introduction to Corporate Formation and Financing

Nature of a Corporation

Classifications of Corporations

Incorporation Procedure

Financing the Corporation: Equity Securities

Financing the Corporation: Debt Securities

Dissolution and Termination of Corporations

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Note

28 CORPORATE GOVERNANCE AND SARBANES-OXLEY ACT

Introduction to Corporate Governance and Sarbanes-Oxley Act

Shareholders

Board of Directors

Corporate Officers

Duty of Obedience

Duty of Care

Duty of Loyalty



Sarbanes-Oxley Act

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

29 CORPORATE ACQUISITIONS AND MULTINATIONAL CORPORATIONS

Introduction to Corporate Acquisitions and Multinational Corporations

Proxy Solicitation and Proxy Contests

Shareholder Resolution

Mergers and Acquisitions

Tender Offer

State Antitakeover Statutes

Multinational Corporations

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

30 LIMITED LIABILITY COMPANIES AND LIMITED LIABILITY PARTNERSHIPS

Introduction to Limited Liability Companies and Limited Liability Partnerships

Limited Liability Company (LLC)

Formation of an LIC

Limited Liability of members of an LLC

Management of an LLC

Fiduciary Duties of Members of an LLC

Dissolution of an LLC

Limited Liability Partnership (LLP)

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

31 FRANCHISE AND SPECIAL FORMS OF BUSINESS

Introduction to Franchise and special Forms of Business

Franchise

Franchise Disclosure Laws

Franchise Agreement

Liability of Franchisor and Franchisee

Apparent Agency

Termination of a Franchise



Licensing

Joint Venture

Strategic Alliance

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

32 INVESTOR PROTECTION, E-SECURITIES, AND WALL STREET REFORM

Introduction to Investor Protection, E-Securities, and Wall Street Reform

Securities Law

Definition of Security

Initial Public Offering: Securities Act of 1933

E-Securities Transactions

Edgar

Exempt Securities

Exempt Transactions

Sarbanes-Oxley Act

Trading in Securities: Securities Exchange Act of 1934

Insider Trading

Short-Swing Profits

Dodd-Frank Wall Street Reform and Consumer Protection Act

State Blue-Sky Laws

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

Part VII: GOVERNMENT REGULATION AND EMPLOYMENT LAW

33 ANTITRUST LAW AND UNFAIR TRADE PRACTICES

Introduction to Antitrust Law and Unfair Trade Practices

Federal Antitrust Law

Section 1 of The Sherman Act: Restraints of Trade

Section 2 of the Sherman Act: Monopolization

Section 7 of The Clayton Act: Mergers

Section 3 of The Clayton Act: Tying Arrangements Section 2 of the Clayton Act: Price Discrimination

Federal Trade Commission Act Exemptions from Antitrust Law



State Antitrust Laws

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Case

Notes

34 CONSUMER SAFETY AND ENVIRONMENTAL PROTECTION

Introduction to Consumer Safety and Environmental Protection

Food Safety

Food, Drugs, and Cosmetics Safety

Product and Automobile Safety

Medical and Health Care Protection

Unfair and Deceptive Practices

Consumer Financial Protection

Environmental Protection

Air Pollution

Water Pollution

Toxic Substances and Hazardous Wastes

Endangered Species

State Environmental Protection Laws

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

35 LABOR, WORKER PROTECTION, AND IMMIGRATION LAWS

Introduction to Labor, Worker Protection, and Immigration Laws

Workers Compensation

Occupational Safety

Fair Labor Standards Act

Family and Medical Leave Act

Labor Law

Collective Bargaining

Strikes and Picketing

Immigration Law and Employment

Cobra and Erisa

Government Programs

Key Terms and Concepts

Critical Legal Thinking Cases



Ethics Cases

Notes

36 EQUAL OPPORTUNITY IN EMPLOYMENT

Introduction to Equal Opportunity in Employment

Equal Employment Opportunity Commission (EEOC)

Title VII of the Civil Rights Act of 1964

Race and Color Discrimination

National Origin Discrimination

Gender Discrimination

Harassment

Religious Discrimination

Defenses to a Title VII Action

Equal Pay Act

Age Discrimination

Physically Challenged Person Discrimination

Genetic Information Discrimination

Protection from Retaliation

Affirmative Action

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

Part VIII: PROPERTY, INSURANCE, AND ESTATES

37 PERSONAL PROPERTY, BAILMENT, AND INSURANCE

Introduction to Personal Property, Bailment, and Insurance

Personal Property

Ownership of Personal Property

Mislaid, Lost, and Abandoned Personal Property

Bailment

Insurance

Types of Insurance

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Cases

Notes

38 REAL PROPERTY, LANDLORDTENANT LAW, AND LAND USE REGULATION

Introduction to Real Property, LandlordTenant Law, and Land Use Regulation



Real Property

Estates in Land

Concurrent Ownership

Future Interests

Transfer of Ownership of Real Property

Easements

LandlordTenant Law

Government Regulation of Real Property

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Case

Notes

39 FAMILY LAW, WILLS, AND TRUSTS

Introduction to Family Law, Wills, and Trusts

Marriage

Termination of a Marriage

Division of Assets upon Divorce or Annulment

Spousal and Child Support

Will

Intestate Succession

Irrevocable Trusts

Living Trust

Undue Influence

Living Will and Health Care Directive

Key Terms and Concepts

Critical Legal Thinking Cases

Ethics Case

Notes

Part IX: ACCOUNTING PROFESSION

40 ACCOUNTANTS DUTIES AND LIABILITY

Introduction to Accountants Duties and Liability

Public Accounting

Accounting Standards and Principles

Accountants Liability to Their Clients

Accountants Liability to Third Parties

Securities Law Violations

Criminal Liability of Accountants



Sarbanes-Oxley Act Accountants Privilege and Work Papers Key Terms and Concepts Critical Legal Thinking Cases **Ethics Cases** Notes Part X: GLOBAL ENVIRONMENT 41 INTERNATIONAL AND WORLD TRADE LAW Introduction to International and World Trade Law The United States and Foreign Affairs **United Nations** European Union (EU) North American Free Trade Agreement (NAFTA) Association of Southeast Asian Nations (ASEAN) Other Regional Organizations World Trade Organization (WTO) National Courts and International Dispute Resolution International Religious Laws Key Terms and Concepts Critical Legal Thinking Cases **Ethics Case** Notes Appendix: THE CONSTITUTION OF THE UNITED STATES OF AMERICA **CASE INDEX** G Н



Α В

C Ε F

J K L

Μ Ν 0 Р R S Т U ٧ W Υ Ζ SUBJECT INDEX Α В С D Е F G Н J K L М Ν 0 Р Q R

S T

U

W

Υ

Z