Descriptions for New or Revised Courses

Spring 2010

Advanced Issues in Corporate Law, (2 credits) Professor Messersmith
This course will focus on selected advanced corporate law issues and the role of corporate counsel in addressing these issues. Topics will include corporate governance, fiduciary duties of corporate boards and controlling shareholders (including fiduciary duties in hostile takeovers, freeze-outs, dividend policy and recapitalizations), corporate social responsibility and philanthropy, corporate political activity, obligations of the corporation and the board to non-shareholder constituencies, shareholder activism and democracy, lender liability to the corporation and equitable subordination, executive compensation, corporate criminality, and related professional ethics issues (including ethical rules for corporate lawyers and opinions of counsel for complex financial transactions).

In lieu of a final exam, this course requires a qualifying paper that fulfills one-half of the upper-level writing requirement. The textbook for the course will be Thomas W. Joo, Corporate Governance: Law, Theory and Policy (2nd Ed.) (Carolina Academic Press, 2009).

Professor Messersmith is currently the Deputy General Counsel and Vice President of American Capital, Ltd. In Bethesda, Maryland.

Advanced Topics in Environmental Law, (2 credits) Professor Leiter
This course explores a few environmental law topics not covered in the basic Environmental Law course and/or explores in greater depth topics that were covered only cursorily in the basic course. Possible topics include climate change, an issue in energy law (e.g. nuclear power regulations; challenges facing wind power; etc.), sustainable development issues, etc. Specific topics will depend on student interest, and on upcoming legislative and regulatory decisions. The course will include a qualifying course paper that fulfills one half of the upper-level writing requirement.

Bar Preparation, (2 credits) Professors Flinn and Shemer
Open to graduating day and evening division students. This course will introduce students to the logical process and writing skills needed for success on the Bar Examination. Students will learn how to apply the critical reasoning skills and legal principles they have learned in law school to Bar Examination questions. The course format will consist of lectures followed by extensive practice-testing and classroom analysis. Primary emphasis will be on learning by working actual Bar Examination questions, and students will receive individual feedback throughout the course. Following a plenary introduction to the MBE (Multistate Bar Examination), the course will divide into two sections to allow intensive instruction tailored to specific Bar Examinations: Virginia and other non-MPT (Multistate Performance Test) jurisdiction applicants, and Maryland and other MPT jurisdiction applicants. Grading will be Pass/Fail based on timely and complete submission of assigned work. Regular and punctual attendance at class meetings or equivalent course exercises is a condition of receiving credit in this course. If a student misses more than two hours of coursework for each credit hour assigned to the course the instructor may direct the dean’s office to exclude the student from the course.
Chinese Law Seminar, (2 credits) Professor Simon
This course covers various aspects of Chinese law, including a brief introductory look at the history and concepts of Chinese law. It concentrates on the current laws of the PRC as well as some comparative developments in East Asia, including Japan, Taiwan, and South Korea. The topics covered include constitutional law; legal institutions and the sources of law; administrative law; criminal and criminal procedure law; developments in the civil law including contracts law, property law, and family law; the laws concerning business entities; securities law; intellectual property law; foreign trade and investment law; laws affecting civil society; and implementation of law. Students may submit a qualifying course paper (topics will be distributed with the syllabus) or take an exam.

Cyberlaw II: Legal Issues Related to Doing Business, (2 credits) Professors Kenny & Purcell
The world we live in is dominated by engineering, science, and technology issues. It is a world in which globalization is rampant and will continue to be for the foreseeable future. The purpose of Cyber Law II is to create a level of awareness for upper class law students regarding the relationship between digital, electronic, technology issues and the practice of law. The course is intended to provide an opportunity for upper class law students to review electronic practice and technology issues attorneys will face as soon as they graduate and pass the bar examination. The course is offered from the perspective of a practicing attorney. For grading purposes, each student is expected to (1) prepare a research paper on a subject approved by Faculty, and (2) make a presentation to the class at the end of the semester which reflects their research.

Today’s law practice is dominated by electronic practice and technology issues that directly affect virtually every aspect of law practice such as communications, research, creation of documents, electronic filing with courts, government departments and management. Failure to prepare to practice law in this environment has the potential to result in adverse consequences for a practicing attorney. In today’s world, it is essential that practicing attorneys be experts in law, develop and maintain a fundamental understanding of how electronic practice, the digital world and technology affect their law practice.

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Legal Drafting, Sec 2 (3 credits) Professor Naresh
The purpose of this seminar is to learn how to write a judicial opinion. But an opinion is often only as good as the sum of the parts opposing parties played in its creation: the briefs submitted by the parties. Judges - and their law clerks - critically read and analyze these briefs, looking for law, facts, themes, and organizational structures that will help them to write a compelling opinion. Good briefs yield good opinions, and this seminar will examine both. Students will write both a brief (in a civil case) and a judicial opinion (in a criminal case) over the course of the semester. As such, it is well-suited to students interested in pursuing judicial clerkships, but will benefit all interested in honing their advocacy writing skills.

Legal Drafting – Transactional Drafting, Sec 3 (3 credits) Professor Freeman
Effective legal writing is an essential skill required to be a successful lawyer. Drafting high-quality transactional documents requires having a clear understanding of client needs and the relevant law, as well as applying language skills in new and demanding contexts. To that end, this Legal Drafting course will provide experience drafting a number of transactional documents, including:

• Corporate merger and asset purchase agreements;
• Real estate acquisition and disposition agreements;
• Leases and easement agreements;
• Intellectual property agreements, including license, work for hire and publishing agreements; and
• Employment, non-compete and non-disclosure agreements.

The ultimate goal of this course is to prepare students to undertake drafting tasks demanded of transactional lawyers. Specifically, the course will prepare students to do the following:

• Approach drafting tasks with confidence.
• Organize and complete drafting tasks efficiently.
• Work skillfully with conceptually complex material.
• Choose language strategically.
• Write clearly, concisely, and without ambiguity.
• Draft documents with readable structure and style.

Legal Externship: Supervised Fieldwork (2 credits) or Legal Externship (2 credits) Professors Destro and Rienzi
Professors Rienzi and Destro are seeking 2d and 3d year law students interested in for-credit supervised field placements working on existing or planned First Amendment litigation. This supervised field work will begin in January 2010 and extend through the second semester. Clients will likely include professional individuals and/or organizations who refuse to provide, refer for, or participate in services or treatments that they find morally or professionally objectionable. Placements will require a commitment through the spring semester, compliance with all rules of professional conduct, and with all of the rules for a two (2) credit supervised field work placement. Students will participate in all aspects of the litigation, including planning and strategy discussions, interviews with clients, research into state and federal law, drafting of complaints, motions and briefs, attendance at hearings, and discovery. A weekly group meeting with Professors Rienzi and Destro will also be required.

Starting and Managing a Solo Law Practice (1 credit) Professors Clark and Nichols
This course will provide hands-on instruction for establishing and maintaining a successful solo law practice. You will learn and apply the requirements needed to set up a law practice and the practical aspects of law firm management. Throughout the course, you will create Articles of Organization, a marketing plan, client letters and a cash flow budget for a law office. The course will also pay particular attention to the Rules of Professional Conduct and the requirements of the Attorney Grievance Commission. A discussion of why it is important to distinguish the law as a profession and not simply a business endeavor will conclude the seminar. This course will be graded on a pass/fail basis.