

6915-10 — Entrepreneurship & Business Law Practicum

Fall 2019

University of Wyoming College of Law

Professor Mocsary
gmocsary@uwyo.edu

COURSE MATERIALS

The required texts are [ROBERT SPRAGUE, LAW FOR ENTREPRENEURS AND SMALL BUSINESS OWNERS \(2015\)](#) and [LYNNE ADAIR KRAMER & ANN L. NOWAK, THE EXPERIENTIAL GUIDE TO LAW PRACTICE MANAGEMENT: OPENING AND OPERATING YOUR OWN FIRM \(2016\)](#). Clean copies are usually available for at a discounted price on [Amazon.com](#). If you sign up for [Amazon Student](#), you can get free 2-day shipping on all your purchases. Please sign up for the course's TWEN page, to which I will be posting material throughout the semester, and which I will use to communicate with you as needed. Make sure that you are registered for the course's TWEN page as soon as possible.

COURSE STRUCTURE

Students will perform the legal tasks involved in starting a business for actual clients, hypothetical clients, or both. Most of the course's actual clients will likely include those referred to the group by the University of Wyoming Technology Transfer and Research Products Center and the University of Wyoming Institute of Innovation and Entrepreneurship. Legal tasks performed for the group's clients may include advising on entity choice; drafting and filing organizational documents; assisting with intellectual property, employment, and ethical, issues; and assisting with other transactional matters. Other activities may include attending relevant lectures and business events at the university and in the local community.

The course consists of three units. The first two provide background knowledge intended to build into working on actual clients projects. The third involved performing legal tasks, both for practice and actual clients.

GRADING

Participation in our seminar sessions and out-of-class activities will determine 20 percent of your grade. You get these points by raising your hand to ask and respond to questions, and to make comments. If you think that you are entirely unclear on something that it's most important for you to raise your hand to ask for clarification. I prefer to take volunteers, but I will call on people from a randomized list if needed.

Your performance in working with our clients will determine 50 percent of your grade. The remaining portion of your grade will be based on a project.

RECORDING CLASSES

I generally do not object to recording classes *if you must be absent because of an emergency*. In these cases, please let me know in advance of class and I will record or arrange for the recording of the class. Students may not record or arrange for the recording of classes without obtaining my prior permission. However, meetings with the practicum's clients may not be recorded because privileged and otherwise confidential information may be discussed.

ASSIGNMENTS

The items in the following list do not correspond to individual class sessions. We will cover however much in each class as our discussion facilitates. At the end of each class, we will estimate how far we will get in the next class. Please stay far enough ahead to be properly informed for class discussion.

In addition to meeting to discuss the below seminar topics, we will (1) **attend events outside the classroom**; (2) have **speakers** in to class; and (3) perform a variety of legal tasks, if possible for **actual clients** of the University of Wyoming Technology Transfer and Research Products Center and the University of Wyoming Institute of Innovation and Entrepreneurship.

Part I – Law Practice Management and Client Service

What small-business concerns does an attorney face? Which of these are common to the lawyer's entrepreneur clients? What considerations drive whether to take on a client? How does a lawyer interact with clients?

1. Introduction to opening a business
Kramer & Nowak (K&N) chs. 1-2.
2. Choosing an entity form
K&N ch. 4; Sprague (S) ch.2
3. Finances and the business plan
K&N ch. 6, pp. 205-14 (sample business plan template)
4. Types of practices and types of office spaces
K&N chs. 7-8

5. Setting up the business
Skim K&N chs. 9-10; read K&N ch. 11
6. Marketing
K&N ch. 12
7. Dealing with potential clients
K&N chs. 14-15
8. Working with actual clients
K&N chs. 16-17
9. Problems with clients
K&N chs. 18-19
10. Problems with partners
K&N ch. 21

Part II – Law for Small Business

What are the basic legal tasks that small business should perform? What are common legal difficulties faced by small businesses? What if the business doesn't go as well as hoped?

11. Franchising and buying an existing business
S ch. 3
12. Raising capital
S ch. 4
13. Online businesses
S ch. 5
14. Intellectual property basics (guest lecturer Victoria Bryant, Interim Director, University of Wyoming Technology Transfer and Research Products Center)
S ch. 6; additional material to be assigned
15. Agency law, *respondeat superior*, and independent contractors
S chs. 13-14
16. At-will employment
S ch. 10
17. Employment laws for startups (guest lecturers Professor Jacquelyn Bridgeman and Michael Duff)

S ch. 11 (sections on the Fair Labor Standards Act, Family and Medical Leave Act, Unemployment Compensation, Workers' Compensation, and Employee Benefits).

S ch. 7, sections TBD.

Part III – Performing Legal Tasks

Which concerns need to be addressed? Which are not relevant given the specifics of the business? Which should be left to the client?

18. Sample forms

K&N pp. 215-31 (LLC operating agreement), pp. 327 (Notice and Consent to Limited Representation).

The remainder of the syllabus will be distributed around the time that we start the employment law unit.