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Preface

Understanding Corporate Law is intended to assist law students and lawyers with a basic understanding of the law of corporations as taught in most corporations courses. Significant business, economic and policy issues are highlighted in connection with a thorough analysis of the important cases and both state and federal statutory provisions used in the study of corporations. It includes the major theoretical approaches used in current corporate law literature. In each chapter, the authors identify important policies and discuss the relationship of the law as it has developed with respect to those policies. The rise of institutional shareholder ownership and its effect on legal developments are highlighted. Statutory issues are covered under both the General Corporation Law of the State of Delaware and the Model Business Corporation Act. In addition, significant sections from the Principles of Corporate Governance of the American Law Institute are covered. The corporate scandals of 2001 and 2002 and the enactment of the federal Sarbanes-Oxley (2002); the financial crisis of 2008 and enactment of Dodd-Frank (2010) and JOBS (2012) Acts are also covered. Chapter 11 incorporates material on limited liability companies (LLCs). This book is designed to be used with all of the major corporate law casebooks.

We also have written this volume so that non-lawyers who desire to progress beyond a rudimentary knowledge of corporate law may do so by reading this book.

Although the book was a collaborative effort, Professor Pinto wrote Chapters 1, 4, 5, 6, 8, 9, 10, and 12. Professor Fanto revised Professor Branson's original Chapters 2, 3, 7, 11, 13, and 14.

Professor Pinto would like to acknowledge his husband Stephen J. Bohlen for his constant support. Professor Fanto would like to thank Professor Pinto for adding him to this book and Professor Branson for his original contributions to it.

The book is dedicated to our students past and present who have inspired this project.

Arthur R. Pinto
James A. Fanto

