



# CORPORATION LAW RESEARCH GUIDE

## H. DOUGLAS BARCLAY LAW LIBRARY

**Check the library's "Location Guide" and Summit/Voyager the Online catalog for the current location of sources mentioned in this pathfinder.**

### **PURPOSE:**

This pathfinder is a guide to the corporation law resources available at the Barclay Law Library. The focus is on basic corporation law primary law (codes, cases and regulations), basic corporation law secondary sources and finding aids for researching the various aspects of corporation law. This pathfinder does not attempt to cover the numerous subtopics involving corporations such as anti-trust, accounting (Sarbanes-Oxley), corporate taxation, securities law, contracts, and commercial transactions law. Business entities such as partnerships and limited liability companies are not covered in this guide. For assistance with such topics or assistance with using this guide see a Reference Librarian at the reference desk of floor 3 of the law library.

### **OUTLINE:**

#### **I. PRIMARY SOURCES**

- A. Codes
- B. Rules & Regulations

#### **II. SECONDARY SOURCES**

- A. Treatises & Practice Materials
- B. Encyclopedias
- C. Law Reviews & Journals

#### **III. FINDING TOOLS**

- A. Summit/Voyager Online Catalog
- B. Periodical Indexes

#### **IV. AUDIOVISUAL**

#### **V. ONLINE**

#### **VI. BIBIOGRAPHY**

## PRIMARY SOURCES

### MODEL BUSINESS CORPORATION ACT

*Model Business Corporation Act Annotated*, 3rd ed., American Bar Association, 1998-vols. 1-4    KF1404.52 .A652

The formation, operation and dissolution of United States corporations is governed mostly by state law. Most state corporation statutes or codes are based on the *Model Business Corporation Act (MBCA)*. The *Model Business Corporation Act Annotated* is a comprehensive resource interpreting corporate law in every state. It provides authoritative information on all aspects of corporate existence, including formation, operation, powers and responsibilities of directors and officers, issuance of stock, shareholders' rights, mergers, and dissolutions. It also provides information on such matters as derivative suits, director liability, conflicting transactions, corporate governance issues and more.

*Model Business Corporation Act Annotated* contains the complete text of the MBCA with official comments, case summaries and statutory cross references. Each section of the MBCA is followed by an annotation that traces the derivation of the Model Act provision, describe its history, and provide helpful background information.

The commentary to the *Model Business Corporation Act* can be useful in interpreting the purpose behind the language used in a particular provision. Also, the annotations to the Model Act provide cases from the various adopting states. These case decisions can provide persuasive authority for statutory interpretation if the high court of a given state has not addressed the issue.

Note: The *Model Business Corporation Act* is also published in the "Uniform Acts" volume of Martindale-Hubbell. KF190.M3 (Floor 3 – by Reference Desk)

## STATE STATUTES

Codes of the 50 States    Stacks 1 – 3

### A. Access To State Corporation Laws/Code:

The Legal Information Institute's (LII) "Corporations: An Overview" connects users to state corporation laws:

[http://www.law.cornell.edu/topics/state\\_statutes.html#corporations](http://www.law.cornell.edu/topics/state_statutes.html#corporations)

B. A list of citations for state corporation statutes or codes can also be found in *Fletcher Cyclopaedia Corporations*, Thomson/West, (vols. 1-18A) KF1414.F54

See: Vol. 20 “Table of Laws & Rules” The states are listed in alphabetical order together with the state’s relevant constitutional provisions, statutes or corporation code, regulations, rules of civil procedure and related laws.

C. Doyle, *Searching the Law: The States* 4th ed. (Transnational Publishers 2003) 2 vols. KF1.D692003

Doyle can be used to do state corporation law research. The states are listed in alphabetical order. For each state look under the key word “Corporations”. For example, Doyle lists numerous sources for New York. (vol. 2, pp. 954-957).

## **D. Corporations & New York Code**

### **1. *McKinney's Consolidated Laws of New York, Annotated* (McKinney's) KFN 5030 .A43; Stack 1 & Floor 3.**

See: *Business Corporation Law* Sec. 1 et seq. (4 vol.)

- Article IV – Formation of Corporations
- Article VI – Shareholders
- Article VII – Directors And Officers

See: *Not-For-Profit Corporation Law* Sec. 1 et seq.

- Article IV – Formation Of Corporations
- Article VI – Members
- Article VII – Directors And Officers
- Article IX – Merger Or Consolidation

The *Business Corporation Law* Includes:

- Text of New York Business Corporation Law with annotations & references
- Commentaries On The Business Corporation Law by John R. Alexander – case law and legislative developments
- Appendix of checklists with commentaries for incorporation

Forms are available in a separate set: *McKinney's Forms* KFN 5068 .W4 Stack 1

### **2. *New York Consolidated Laws Service: Annotated Statutes With Forms* (CLS), KFN 5030 .A45 Stack 1**

The text of laws is identical to McKinney's. Forms are included following statutes.

## **CASE LAW**

### **1. Through Annotated Codes:**

Most cases involving corporation law issues are generated by state courts. The decisions are usually based on the statute of a given state. Because most corporation cases involve interpretation of a state's corporation act, cases can be found in a state's annotated code.

## 2. West State Digests:

The West case digests are useful for finding relevant cases. Consult the "Corporations" topic in any West case digest. A researcher can either browse this topic through the Table of Contents to find corporation cases.

For Example: 10 & 10A New York Digest 4<sup>th</sup>, *Corporations Key Numbers 1 -691*

Case abstracts and citations are available on such topics as: Nature & Theory of Incorporation, Creation, Organization & Dissolution, Rights, Powers & Duties, Members & Officers, Legal Proceedings, Foreign corporations, etc.

## 3. Secondary Sources:

The texts, treatises and encyclopedias mentioned in the Secondary Sources part of this guide are useful for case research since all commentary is referenced to statutes and cases. Sources to consult for case references include:

- *Model Business Corporation Act Annotated*
- *Fletcher Cyclopedia of the Law of Private Corporations*
- *White On New York Corporations*
- *American Jurisprudence 2d, Corporations*, vols. 18, 18A -19. (4 vols.)
- *Corpus Juris Secundum (CJS), Corporations*, vols. 18 & 19
- *New York Jurisprudence, 2d., Business Relationships*, vols. 14-14 (5 vols.)

## 4. Lexis and Westlaw: (Password Required)

Cases can also be found using online research. Both Lexis and Westlaw have databases devoted specifically to corporation law. These databases can be further limited to specific states.

For more information on these resources see the "Online Resources" discussion towards the end of this guide.

## SECONDARY SOURCES

### **Texts, Treatises & Forms**

#### A. General overview:

Robert W. Hamilton, *Law of Corporations in a Nutshell*, 5th ed. (West Group 2000) KF1414.3 .H35 2000 (Current, has few footnotes, and provides a useful glossary).

Harry G. Henn & John R. Alexander, *Laws of Corporations and Other Business Enterprises* 3<sup>rd</sup> ed. (West Pub. Co. 1983) KF1414 .H45 1983

#### B. Detailed analysis:

1. *Fletcher Cyclopedia of the Law of Private Corporations* by William Meade Fletcher, 1870-1943 (West Group, 1931- ) KF1414 .F54

*Fletcher Cyclopedia of the Law of Private Corporations* is an authoritative source on corporate law. It is the most cited secondary authority in corporate law. It covers virtually any issue that a corporation can face. *Fletcher* offers a detailed discussion of American Corporation Law, including history, definitions, policy and black letter law. Topics discuss include: corporate meetings and elections, contracts, transfer of property, franchises, injunctions, monopolies, insolvency, foreign corporations and many other aspect of corporate law.

2. Zolman Cavitch, *Business Organizations with Tax Planning*, M. Bender Vol. 1 -16 KF1414 .B8

This multi-volume work leans toward corporate practice and procedure. It covers the formation and operation of corporations and other business entities. The corporate material includes discussion of corporate purposes and powers, distribution of corporate control, dividends, corporate finance, corporate creditors, close corporations, issues affecting shareholders, the rights and duties of corporate officers and directors, corporate redemptions and spin-offs, securities regulation, mergers and acquisitions, and corporate dissolution and liquidation.

The treatise's tax analysis includes corporate taxation, tax accounting, corporate financial accounting, executive compensation, mergers and acquisitions, dissolution and liquidation.

Other business-related subjects include antitrust, employment discrimination, business torts, products liability, copyright, franchising, environmental law, and federal contracting.

3. Rodman Ward, *Folk on the Delaware General Corporation Law* (4th ed. 1998), Aspen Law & Business, c1999- KFD213 .F59

Delaware has been a leader in the area of corporate organization and operation. Legislators and judges take notice of the provisions of the Delaware Code and the policies behind those provisions. This treatise is organized by code section and the general subject arrangement is similar to the MBCA. The commentary is extensively annotated and is designed to solve problems arising under Delaware corporate law. Guidance is offered on such matters as:

- Duties of officers and directors
- Director and officer liability
- The business judgment rule
- Standards of fairness in corporate transactions
- Administrative guidelines on filing
- Mergers and acquisitions
- The "poison pill" defense and other takeover tactics

- Contested takeovers, leveraged buyouts, and proxy contests
- Appraisal rights
- Alternative business entities

3. *BNA's Corporate Practice Series*, (Portfolios) Bureau of National Affairs, c1978-KF1397 .B87

The *Corporate Practice Series* is a collection of portfolios that address specific areas of corporation law and practice. The 50+ portfolios cover a broad range of topics, including antitrust, securities, labor and employment, environment, intellectual property, types of legal entities that can be used to conduct business, corporate political activity, and state corporate law. Corporate law practitioners, chosen for their expertise in a particular field, author each portfolio.

Portfolio contents includes:

1. In-depth analysis of a topic.
2. Worksheets that include checklists, sample forms, and the text of pertinent law.
3. Bibliography for verification and further research, and
4. "Practical scholarship" with a practitioner's focus.

Note: This resource is also available online through the Law Library's Electronic Services page @ <http://www.law.syr.edu/lawlibrary/electronic/bna.asp>

***Forms:***

*Fletcher Corporations Forms Annotated* (Callaghan) Vol. 1 – 18A KF1414.F54

There are numerous forms essential to the creation and operation of a corporation, from the Articles of Incorporation to the Articles of Dissolution. The best collection of such forms is *Fletcher's Corporation Forms Annotated*. Sample forms with wording for particular clauses can be inserted into documents. Fletcher provides both organizational documents and operational forms (such as those for meeting minutes).

***New York State:***

*White on New York Corporations* vols. 1-8 (M. Bender/LexisNexis) KFN5340.M48

White is a comprehensive resource for interpreting New York corporate law. Volumes (1-5) contain the text of the law with authoritative comments, case summaries and statutory cross references. Each section of the law under review is footnoted to cases and statutes, and followed by an annotation that traces the historical development of the specific provision and provide helpful background information for research and analysis.

Contents include: Pre-Incorporation Planning & Procedure, Incorporation Planning & Procedure, Business Corporation Law (vol. 1-5), State Securities Regulation, Limited

Liability Company Law, Not-For-Profit Corporation Law (vol. 6-8), and Partnership Law.

Barnosky, Tharp, & Walker, *Practical Solutions for New York Lawyers*, “Business Entities” vol. 3 KFN5995.P68

A detailed treatment of New York corporations is covered in Chapter 1101. It compares the different corporate entities such as business corporations, close corporations and professional corporations. Chapter 1101 includes model forms and procedural checklists.

## **B. National Encyclopedias**

There are two national legal encyclopedias that broadly cover the topic of Corporation Law. The various aspects of Corporation Law are reviewed with footnote references to case law, statutes, regulations and other primary sources. Both encyclopedias, *American Jurisprudence 2d (Am Jur. 2d)* and *Corpus Juris Secundum (CJS)* offer an overview of Banking Law topics from a multi-jurisdictional perspective.

*American Jurisprudence 2d*, West Pub., Location: Floor 3 (Encyclopedia Wall).KF 154 .A42

- *Corporations* is found in volumes 18, 18A-19. (4. vols.)

*Corpus Juris Secundum (CJS)*, West Pub., Location: Floor 3 (Encyclopedia Wall) KF145 .C56

- *Corporations* is located in volumes 18-19

## **C. New York Encyclopedia**

*New York Jurisprudence*, 2d ed., (Lawyers Co-Operative Pub. Co) KFN5065. N48 2d Floor 3 (Reference Wall)

This encyclopedia covers a broad range of legal issues pertaining to New York Corporation Law. Such matters are discussed under the subject of “Business Relationships” in volumes 14-16 of *New York Jurisprudence 2d*. This subject discusses basic principles of New York Corporation law and provides citations to supporting cases, statutes, regulations, and cross references to other law sources.

## **FINDING AIDS**

Other Corporation Law resources in the library’s collection can be located by using the library online catalog of print and non-print resources.

- A. SUMMIT is Syracuse University's online catalog. It should be searched when you want to find books and treatises, loose-leaf services, and journal titles and their locations. It can be searched in a variety of ways: by keyword, author, title, journal title, or subject.

Researchers can use the online catalog to find specific practice titles by using basic keyword search queries: For example:

Corporations +Law +”United States”  
 Corporation Law +Incorporation  
 “Corporate Governance” +”Close Corporations”  
 Directors of Corporations +”Nonprofit Organizations”

Individual jurisdictions can be keyword searched, e.g. Corporations +”New York”.

**B. Legal Periodical Indexes:** (Print & Electronic) Check with reference librarian for assistance in accessing these resources.

The library offers access to a number of print and online periodical indexes. The *Current Law Index* and *Index to Legal Periodicals* offer searchable indexes by author, title, subject, case, and statute. Comparable services are also available on Lexis and Westlaw.

*Index to Legal Periodicals & Books (ILP)*, Wilson & Co., Floor 3

The ILP allows researchers to locate Corporations Law articles by keyword, author, title or subject searching. The coverage in the print version is much greater than in the electronic version. The online version (1980- ) is available via Law Library’s Electronic Resources Web Page. This resource indexes articles from more than 850 legal journals, bar association publications, law reviews, and legal newspapers. Includes book reviews.

Sample Subject Queries to use in *ILP*--

- Company Information
- Doing Business in Foreign Countries
- Incorporation
- Limited Liability Companies & Limited Liability Partnerships
- Secretary of State Records

Typical journals and periodicals cited in the ILP and available in the Law Library include:

*The Journal of Corporation Law*,  
*Delaware Journal of Corporate Law*,  
*Business Lawyer* (the official publication of the ABA's Section on Business Law),  
*Corporate Practice Commentary*

## AUDIOVISUAL

*The Corporation: A Documentary* (Zeitgeist Films 2004) Video DVD 11396 (Bird Library)

*Advising Clients with Expanding Businesses* (American Law Institute, 1993) Videotape KF1414.3 .A49 1993

Cox, James D., *Corporations* (West Group 1999) Audiotape KF1384.Z9 C69 1999

## ONLINE RESOURCES

**Please note: Westlaw and Lexis require authorized passwords to access their databases.**

### **Westlaw Databases:**

- Business Organizations and Relations (includes: Corporate Counsel Weekly, Corporate Law Daily, Corporate Law Portfolios, and others.)

### **Lexis Databases:**

- Corporate (includes: Corporate Governance/Sarbanes Oxley, case law, statutes/legislative, legal reference/Treatises)
- Corporate Counsel (includes: News and Information, Company Financial Information, State and Federal legal sources)

### **Bureau of National Affairs (Law Library Electronic Services)**

<http://www.law.syr.edu/lawlibrary/electronic/bna.asp>

Access is restricted to Syracuse University College of Law faculty, students, and staff.

- *Corporate Practice Library* (includes Corporate Practice Series, Delaware Corporation Law, Sarbanes-Oxley Act of 200, Corporate Counsel Weekly, Worksheets and Finding Aids)
- *Corporate Governance Report* (*Corporate Governance Report* covers key judicial, regulatory, and industry trends and developments in the corporate governance field.)
- *Corporate Law Daily* (BNA's *Corporate Law Daily* (CLD) covers the broad spectrum of business law. It covers corporation law areas of critical interest to corporate practitioners)
- *Corporate Accountability & Fraud Daily* (*presents* coverage of economics, taxes, trade, environment, health care, banking, securities, pensions, antitrust, safety, telecommunications, agriculture, employee benefits, transportation, and regulatory issues. )

## INTERNET

Legal Information Institute (LII): Topic Guide for Corporations  
<http://www.law.cornell.edu/topics/corporations.html>

The LII web site offers this page for a Corporations Law overview together with hyperlinks to federal and state law. The overview includes links to the US Code, CFR, federal decisions, state corporation codes, New York decisions and key internet resources related to primary and secondary material.

### Forms & Filings

Corporations are required to file certain documents with their state of incorporation. The Articles of Incorporation and Annual Report give basic information such as the registered name, the registered office, and the registered agent. The latter two are particularly important because they are the place and person that must be served process in litigation involving the corporation.

In NYS, corporate filings are retained at and available from the Office of the Secretary of State.

Secretary of State for State of NYS, Corporations Division  
<http://www.dos.state.ny.us/corp/corpwww.html>

## BIBLIOGRAPHY

In addition to the various titles mentioned in this guide, this is a short list of other titles that are in the law library's collection.

*The Anatomy of Corporate Law: A Comparative and Functional Approach* (Oxford University Press 2004) K1315 .A53 2004

Backer, Larry Catá, *Comparative Corporate Law: United States, European Union, China, and Japan: Cases and Materials* (Carolina Academic Press 2002) K1315 .B33 2002

Bebchuk, Lucian Arye, *Corporate Law and Economic Analysis* (Cambridge University Press 1990) KF1477.A75 C644 1990

*Business/Corporate Law and Practice* (New York State Bar Association 1998- ) KF1414 .B43

Cheeseman, Henry R., *Business Law: Ethical, International & E-Commerce Environment* (Prentice Hall 2001) KF889 .C433 2001

Easterbrook, Frank H., *The Economic Structure of Corporate Law* (Harvard University Press 1991) KF1416 .E27 1991

Flood, John A., *Anatomy of Lawyering [Microform]: An Ethnography of a Corporate Law Firm* (S.I. 1987) KF385 .U65 no. 87-28983 (Floor 2 Microform)

*Global Markets, Domestic Institutions: Corporate Law and Governance in a New Era of Cross-Border Deals* (Columbia University Press 2003) K1327 .G583 2003

Hamilton, Robert W., *Business Basics for Law Students: Essential Concepts and Applications* (Aspen Law & Business 2002) KF889 .H238 2002

Hamilton, Robert W., *Business Organizations: Unincorporated Businesses and Closely Held Corporations: Essential Terms and Concepts* (Aspen Law & Business 1996) KF1366 .H36 1996

Lubaroff, Martin I. & Brian L. Schorr, *Forming and Using Limited Liability Companies and Limited Liability Partnerships* (Practising Law Institute 1994) KF1380 .L83 1994

*Managing Closely Held Corporations: A Legal Guidebook* (ABA Section of Business Law 2003) KF1466 .M355 2003

*Nonprofit Resources: A Companion to Nonprofit Governance* (American Bar Association 2002) KF1388.A1 N66 2002

Petillon, Lee R. *Representing Start-Up Companies* (Clark Boardman Callaghan 1992-) KF1355 .P47

Progressive corporate law (Westview Press 1995) KF1416 .P7 1995

Romano, Roberta, *Foundations of Corporate Law* (Oxford University Press 1993) KF1414 .F68 1993

Soderquist, Larry D., *Corporate Law and Practice* 2d ed. (Practising Law Institute 1999) KF1414 .S62 1999

Solomon, Lewis D. & Lewis J. Saret, *Valuation of Closely-Held Businesses: Legal and Tax Aspects* (Aspen Pub. 1998) KF1466 .S65 1998