

# Legal Environment of Business – BUL4310 Syllabus, Spring 2018

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Warning: This Syllabus is neither a contract nor an offer, and the professor may alter it at any time (usually with an updated date, above, in the copyright notice). Be sure to check the course website to verify you have the most current syllabus.

**Professor: Robert W. Emerson, J.D.**

Some of my articles are on the Social Science Research Network at <http://ssrn.com/author=86449>

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Office: Stuzin 227 (if not there, check Stuzin 201 or, after class, check Heavener 140)

Email: bul4310.ta@gmail.com (do NOT write to this email if also writing to Prof. Emerson's email, above)

The Dept. Chair is Prof. Mo Wang, whose office is in Stuzin 201.

The TAs for the course include several law student TAs (2<sup>nd</sup> or 3<sup>rd</sup> year students at UF's Levin School of Law)

Over two dozen former, excellent BUL4310 students are Undergrad Assistants for BUL 4310.

*For any problem, whether related to dates, classes, assignments, exams, or otherwise, the sooner you contact us, the better.*

***Email is almost always the best medium to use, but - especially for emergencies - please do not hesitate to call me. In emails, please include your phone number and where you are this semester (e.g., Gainesville, Miami, London). If writing about a test, it always speeds the process to make clear your section (e.g., on-campus testing, ProctorU, etc.). More info is on page 2.***

## CRITICAL DATES AND TIMES

First Day of Class	Tues., Jan. 9
Optional Term Paper Outline*	Due Fri., Jan. 26 (you can turn it in earlier!)
Exam #1	Mon., Feb. 26 at 8:15 pm (arrive by 8:00 pm)
Spring Break	No Classes on Tues., March 6 or Thurs, March 8
Optional Term Paper - the actual Paper*	Due Fri., March 16 (you can turn it in earlier!)
Extra Credit (either or both projects)*	Due Mon., March 26 (you can turn it in earlier!)
Exam #2	Wed., April 4 at 8:15 pm (arrive by 8:00 pm)
Last Day of Class	Tues., April 24
Final Exam	Tues., May 1 at 5:25 pm (arrive at 5:10 pm)

\* Submitted in the Assignments folder on the course website.

Rescheduled "live" classes: Due to academic conferences or other commitments, I may cancel a "live" day of classes and replace it with an announced set of classes, usually held at the same location, Heavener 140, and always recorded as "regular" classes.

**WARNING:** Late transmissions of work are unacceptable. DO NOT assume you can successfully turn something in close to the end of the day and no glitches will keep you from turning it in. Also, if you turn in the "wrong" work (e.g., an earlier draft), that counts as your submission. Be sure to submit the correct version!

**I try to be very helpful, but -obviously- I cannot give course work time extensions or more credit opportunities to a student if doing so would be unfair to other students (for whom that is not also offered).**

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## **THE "LIVE" CLASS**

*Classes are taped in Heavener 140 every Tuesday and Thursday starting at approximately 1:55 pm and 3:00 pm (7<sup>th</sup> and 8<sup>th</sup> periods). If at all possible, come to the live classes, no matter what your section is. There will be room! And you can come to one class but not the other (and/or arrive late or leave early, if need be). THERE'S MUCH MORE LATER IN THIS SYLLABUS ABOUT WHY THE LIVE CLASS IS GOOD TO ATTEND, IF YOU CAN,*

## **OFFICE HOURS**

**Prof. Emerson:** Tues. & Thurs. ("live" class days): 4:15 –5:00 pm. If not in Stuzin 227 (my office), I am likely in Stuzin 201 or in Heavener 140 (still there, after class).

**Law Student TAs:** Online or at law school library, usually 1-2 days a week, if students express interest

**Undergrad Assistants:** Heavener 2<sup>nd</sup> Floor Office Hours, noon to 1 pm Mon-Thursday; and/or to be announced.

**Special Undergrad Office Events:**

- (1) on Wed., Jan. 17, "Success in BUL 4310 (including "So You Want to Write a Term Paper?"); and
- (2) on Mon., Feb. 12, and Mon., March 26 - "Prep for the Test."

Times – usually mid-day - and locations will be announced. We will make arrangements for interested online students to have access to the undergrad assistants by phone, text, and/or online by videotaping.

## **Use Email to Contact Prof. Emerson and the TAs**

Please use email. Only use other means (e.g., calling my cellphone – 352-262-8536) if you have no email access, it is an emergency, and/or you need an immediate response. I check email often and normally reply to it quicker than other means of contact.

### **Where should you send emails?**

**bul4310.ta@gmail.com** - questions about grades, exams, term papers, and administrative concerns – e.g., any scheduling issues related to exams, papers, or any other matter.

**bul4310.prof@warrington.ufl.edu** - substantive questions about lectures and readings (and, if you want, if TAs have not responded for over 48 hours – please then include what you sent to the TAs).

I very much prefer emails to and from [bul4310.prof@warrington.ufl.edu](mailto:bul4310.prof@warrington.ufl.edu) than using the website's mail system.

**Do NOT send an email to both e-mail accounts above (TA or prof) about the same matter.**

**In every email, please state (1) your name, UFID, and phone number, and (2) whether you are an on-campus student or – if not in Gainesville – where you are this semester (e.g., in Miami, in Pensacola, studying abroad in Paris). Please also include all relevant prior correspondence. Including this information is necessary due to the large size of this class.**

**Problems with accessing lectures or other technical issues** should be directed to the Technology Assistance Center (TAC), 352.273.0248, Heavener Hall Room 206, [tac@warrington.ufl.edu](mailto:tac@warrington.ufl.edu)

## **ANNOUNCEMENTS DURING THE SEMESTER**

Important announcements are posted on the website (and perhaps also sent to your ufl.edu email address). It is critical that you frequently check the announcements page on the website and your Gatorlink email account throughout the semester. Your failure to report a missing grade or to otherwise make an inquiry shortly after grades are posted is foolish behavior!

## **TESTING LOCATIONS AND OTHER INFORMATION**

ProctorU test-taking for this course is ONLY available for students who specifically enrolled for a section where it is the method of testing. Only a very serious excuse will permit an on-campus student (a student who is registered to take the tests on campus, and thus pays less for that section) to take an exam via ProctorU. Even if you think that you have a good reason to take a test off-campus (presumably using ProctorU), it is not up to me to let you take an exam using ProctorU. Instead, you need to contact the College's undergraduate advising office.<sup>1</sup>

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<sup>1</sup> All ProctorU requests from on-campus students (e.g., those in Sections 103C and 103E) would require a section change through the advising office. A student in those sections may be switched to a ProctorU section for specific, newly-arising concerns – usually emergencies – such as a death in the family, a serious illness, or a suddenly available internship; however, any possible switch must be run through the advising office because the College pays proctoring fees. For such rare switches to have their best chances for success, please make any request as soon as you

The ProctorU section, which incidentally costs more, is Section 0331. The online office will announce ProctorU information to those students. Some basic pointers are in this syllabus at pages 6-7.

Students enrolled in the international (study abroad) sections of BUL 4310 – Dublin, London, Madrid, Paris, and Rome – have their testing arrangements made through the College's international programs office.

All other students enrolled in BUL 4310 this semester (such as those in sections 103C and 103E) take the exams in Gainesville on campus. Each exam's room assignments will be posted in an Announcement that directs on-campus students to locations based on their last names.

**All three exams (including the final exam) are non-cumulative. Each exam is open-book, open-note, and covers not just the respective readings (page 4, below), but also lectures. You can bring anything in paper (e.g., besides your course books and notes, also a foreign language-English dictionary or even just a regular dictionary).**

Exams consist of Multiple Choice questions worth 2.5 points each, with the total points always meeting or exceeding 100 points. Exam scores are always on a 100 point scale, even if more than 100 points were possible because I adjusted scores upward or because the total points on the test already exceeded 100.

Only for exceptional reasons will make-up exams be provided. If at all possible, contact us via email at least one week before a scheduled exam, or as soon as you practically can, if you must take the exam on an alternate date or time (e.g., because of a wedding or a funeral). *Exam make-ups are not guaranteed.* In those exceptional cases when a make-up is granted, please note: To maintain consistency with and fairness to the entire class, it is my policy to not give a make-up more than three days before or after the exam's scheduled date. If you are considering taking this class one semester with one or more make-up exams, or during another semester when you can take all three exams at the scheduled date and time, choose the latter semester. And if you miss a scheduled exam, you must have an exceptional reason for your missing it.

### **ProctorU is available only for students in Sections 0331**

(all others - just see Testing Locations and Other Information, pages 2-3, above)

In order to maintain a high standard of academic integrity and assure that the value of your University of Florida degree is not compromised, course exams will be proctored. Some students will take their exams online, using the course website, with the exams proctored by ProctorU.

If you are in Section 0331, please sign up for an account with ProctorU during the first week of the semester (<https://go.proctoru.com/cc/createaccount.aspx?school=13>) or <http://www.proctoru.com/portal/uf/>. If you already have a ProctorU account, use that account. Register with ProctorU for your exam appointment times early in the semester, so that a certified proctor in a testing facility can observe you on your computer while you take your exam. You will need a webcam, speakers, microphone and reliable Internet connection to be able to take exams. Wireless internet is not recommended. You may also need a mirror or other reflective surface. Google Chrome is the only supported browser for taking exams in Canvas.

You must sign up at least 72 hours before an exam. Failure to do so will result in additional fees and reduce the likelihood that the time you want will be available. You should receive a confirmation email from ProctorU. If you experience any trouble with online registration, you should use the chat app found on every page of the ProctorU website or call **855-772-8678**. Your instructor cannot make your appointments for you.

Make sure your time is correct, given the time zone in which you take your tests. Missing the appointment time is NOT a valid excuse for a makeup exam. You are supposed to have the full two hours to take the exam, regardless of the appointment time you select. If your exam appointment time is 7:00 pm, and it takes you 20 minutes to get set up, your clock for your 120 minutes will start at 7:20.

Before each exam, go to the ProctorU Test Page to ensure your computer is ready for online proctoring (<http://www.proctoru.com/testitout/>). After you get the 6 checks that your system is ready, take the extra step to connect to a live person. This process takes just a few minutes and is completely free. If you are unable to take an exam because of a technical glitch on your end, that is your responsibility. However, if you do experience technical difficulties during the exam, ProctorU will document those difficulties and communicate with your instructor to make alternative arrangements. **In serious situations (e.g., loss of much time for taking the exam), ProctorU has been instructed to contact me immediately, during the exam. Indeed, you should insist that ProctorU do so and make sure it has done so!**

In summary:

1. Sign up for a ProctorU account (<https://go.proctoru.com/cc/createaccount.aspx?school=13>).
2. Check your system (<http://www.proctoru.com/testitout/>). If your system fails, you must contact ProctorU directly. It is available 24-7 on the website or at 855-772-8678.
3. Choose an appointment time for your exam (if you wish, you should be able to sign up for all 3 exam appointment times early in the semester).
4. You must sign up for an appointment at least 72 hours before each exam to avoid extra charges.

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know of a problem with attending on-campus exams: The more time there is for a switch to be made, the more likely it is that the College can accommodate the student's request.

## **DISCUSSION BOARD THREADS**

Besides the class lectures and office hours, there are discussion board “threads” and there is always email. You have multiple avenues to ask questions and discuss anything. In fact, besides just watching lectures and reading on your own, this class, although large, offers students many opportunities to engage in participatory learning. This is a great place to put substantive questions about the course material or the exams. Students, TAs, and your professor are thus all available to furnish insights.

## **REVIEW SESSIONS**

As announced in class and on the website, one class before each exam will be predominantly a review session for the upcoming exam. Besides coming to class then, feel free to post on the website in the Discussion Board questions you have or topics you would like for me to review.

## **VIDEOS**

Many videos referred to in the LSB are YouTube videos:

Remember: Generally, to find YouTube videos produced by Prof. Robert

Emerson - <https://www.youtube.com/user/robertwemersonufl/videos> (69 videos), and

<https://www.youtube.com/user/RobertWEmerson/videos> (17 videos –with one skit – AVERY AND AESOP – on Corporate Opportunity doctrine - being in four acts (4 videos)).

Some videos are in the course website:

Part 1 – *A Tale of Agency*; and *A Discussion of a Tale of Agency*

Part 2 – *A Bet at Betty's*; *Calculating Damages*, and *Calculating Damages Discussion*; *Card Shark Skit*, and the *Alleged Card Shark* (video of a Deposition for a lawsuit about the Card "Sharking"); *Savvy Sales Ploy*; and *Watch That Bumper*

Part 3 - *A Guy Don't Have to Mean It* (music video); *J.D. Jeopardy* (An Antitrust and Competition Law Game Show); *Karla's Katering and Kostumes*; *Customer Service, Where Are You?*; *A Talk on Discovery*

You do not have to watch these videos, but many students have found them useful to understanding, or elaborating upon, concepts mentioned in lectures and the books.

## **TOPICAL TALKS**

To have some class time answering questions (either on or off topic!), and to allow for review sessions before each exam, a number of comparatively short topical talks are posted in the video lectures section of the course website before we get to those topics in that part of the course. Specifically, the topical talks are, in this order, with length indicated in minutes and seconds after each topical talk title:

### **TEST 1 Topics (eleven):**

1. Law and Ethics (28:27)
2. Sources and Classifications of Law (28:28)
3. Lawyers (38:10)
4. Legal Fees (21:57)
5. Attorney-Client Privilege (27:29)
6. The Inquisitorial Process (25:09)
7. Partnerships (27:10)
8. Corp. Law/Delaware (17:55)
9. Directors & Boards, incl. Corp. Oppor. Doctrine (16:44)
10. Piercing Corporate Veil (19:44)
11. Ultra Vires (14:01)

**TOTAL time - 263:14**

### **TEST 2 Topics (nine):**

1. Contract Formation (OACMCL) (27:36)
2. Objective Theory of Contracts (22:44)
3. Fraud (36:08)
4. Infancy (22:18)
5. Statute of Frauds (36:52)
6. Parol Evidence Rule (10:48)
7. Contract Conditions, Performance, and Breach (28:22)
8. Employment at Will (22:09)
9. Americans with Disabilities Act (16:28)

**TOTAL time - 223:25**

### **FINAL EXAM Topics (twelve):**

1. Theft and IP Rights (22:41)

2. Patents & Markets (19:32)
  3. Patents: Three Types & the Patent & Trademark Office (16:09)
  4. Novel, Useful & Nonobvious (25:46)
  5. Copyright Length (15:44)
  6. Copyright Expression (19:37)
  7. Trademarks Introduction (21:15)
  8. Trade Secrets (21:04)
  9. Negligence (21:56) Approx.
  10. Defenses to Negligence (44:01)
  11. Intentional Torts: Defamation (31:56)
  12. Warranties (25:32)
- TOTAL time - 285:13**

In the lectures, and the Supplemental Information texts placed on the course website, there sometimes are references to Topical Talk coverage. On the other hand, Law, Society and Business text (LSB) pages or Supplemental Information items are not stated in the Topical Talks.

For each of the Topical Talks, the LSB specifically indicates those lectures' coverage (noting when a specific Topical Lecture starts and when it ends).

## **BOOKS AND MATERIALS**

There are two required books for the course:

(1) *Business Law* (Barron's, 6<sup>th</sup> ed. 2015) – ISBN No. 978-1-4380-0511-9 (it has a brown cover) (available at various campus stores and online);

(2) *Law, Society and Business* (“LSB”) (2018) (a new and entirely reordered set of materials).

**Information about Royalties:** No royalties or any other remuneration are earned for the texts (the Barron's book or LSB) except, per University rules, for initial sales of the Barron's book, with a new retail price of about \$18.95 (cheaper copies can be obtained either used or, perhaps even for new books, online). Only for those retail sales of a new book is any royalty given – at most, about \$1.50 per book. (Of course, no royalties are earned on rentals of books or on sales of used books.) If you run the numbers – the hundreds of hours that go into producing a quality revision of a text - you can see that I do not write the Barron's book for the money (although over 90% of sales are NOT to UF students). Writing and revising (updating) texts is, actually, a labor of love. I enjoy it and learn from it, as the process reinforces and improves my understanding of the law. This makes me a better professor, both as a researcher and a teacher.

## **BUL4310 WEBSITE**

Frequent use of the course website is fundamental, as students can access announcements, exam information, lecture recordings, their own grades, and other data.

If you start a discussion thread, please ensure that your name is indicated.

*Discussion Boards* frequently contain discussions of the course material, with student questions and my responses. I can access statistics indicating student authoring or reading of postings. Any student posting that is frivolous, rude, vulgar, inappropriate, commercial in nature, or irrelevant for the class as a whole will be removed. Also, messages may be erased if they are no longer pertinent.

*Chat sessions* can be accessed at any time, including during TAs' online office hours.

**WARNING:** *All lectures (including the Topical Talks) are your Professor's property.* They shall not be used for any commercial purpose. VIOLATION SUBJECTS YOU TO VARIOUS PENALTIES, INCLUDING TERMINATION OF ALL GATORLINK PRIVILEGES, PER UNIVERSITY RULES. Your access to the lectures and the website cannot be transferred to anyone else who may use that access for a commercial purpose - e.g., drafting and selling notes.

**SPECIAL ACCOMMODATIONS:** Students requesting classroom accommodations must first register with the Dean of Students Office. The Dean of Students Office will provide documentation to the student, who must then provide this documentation to a law student TA or the professor when requesting accommodation.

## **THE STRUCTURE OF THE COURSE**

There are no specific reading assignments per class. You should read ahead in the LSB and the Supplemental Information text before attending or watching lectures, if possible. For estimates of how far ahead to read before class, see “PREPARING BEFORE CLASS,” below.

The Barron's book is more for background; while the lectures track the LSB and Supplemental Information text, they do not generally do so for specific Barron's pages. To assist your readings, the LSB frequently cross-references pages from the Barron's book. The idea is that reading those Barron's book pages should give you more information about those concepts discussed in the LSB.<sup>2</sup>

The course is split into three parts, with one exam for each part. Every part has several topics, with some topics taking much more time (in terms of lectures and readings) than other topics. Tests generally tend to cover subjects proportionate to how much time the material is covered in lectures (both “live” and the topical talks) and in the LSB.

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<sup>2</sup> For more information on the class days, review sessions and topical lectures, see pages 1-4, above.

Here are the **READINGS**

## Part 1: Legal Systems & Business Formation

**Lectures** (incl. Topical Talks)

### **LSB Article I**

**Barron's: Five Chapters (Chs. 1 & 14-17), and these pages - Chapter 2's pp. 25-34 & 36-47 (all but First Amendment and Eminent Domain, covered for test two), Chapter 3's p. 72 (juries) & pp. 83-86 (Inquis. Approach through case citation), and Chapter 28's p. 637 (common law, Civil Law)**

**Supp. Info. Text 1**

### **Topics**

*Law & Legal Systems; Lawyers & Juries; Agency; Establishing a Business; Corporations*

## Part 2: Contracts, Speech & Employment

**Lectures** (incl. Topical Talks)

### **LSB Article II**

**Barron's: Six Chapters (Chs. 4-9), and these pages – Chapter 2's pp. 34-36 (First Amdmt.; eminent domain), Chapter 24's pp. 573-90 (anti-discrim. law), and Chapter 28's p. 638 (culture) & p. 642 (para. on CISG)**

**Supp. Info. Text 2**

### **Topics**

*Contracts; Free Speech; Employ'm't Discrim. Law*

## Part 3: Rights & Wrongs

**Lectures** (including Topical Talks)

### **LSB Article III**

**Barron's: Two Chapters (Chs. 19 & 26), and these pages - Chapter 3's pp. 49-53 (court structure) & pp. 59-82 (taking cases to court; out-of-court process) & pp. 86-90 (Q&A), Chapter 18's pp. 433-34 (accountants & lawyers) & pp. 541-42 (Robinson-Patman Act), and Chapter 28's p. 644 (Int'l Dispute Resolution)**

**Supp. Info. Text 3**

### **Topics**

*Intell. Property; Judges; Litigation; Alternative Dispute Resolution; Torts & Crimes*

## **PREPARING BEFORE CLASS**

Class lectures proceed through the Law, Society and Business (LSB) text and the web-posted Supplemental Information sets (one for each of the three parts of the course).

PowerPoint textual material, as shown in the lectures, tends to come directly from the LSB. There is no need to study the PowerPoint independent of looking at the texts and attending the lectures (taking notes).

Before coming to (watching) the class, you should read ahead (from where we stopped in the prior class) about 12 pages, per class period, in the LSB (24 pages per a class day of two periods). You will also find it helpful to read the notes from the prior class as well as to read the Barron's text pages that correspond to where we are in the LSB text. Also, in preparing for the exams, remember to review the Barron's end-of-chapter questions and – very important – the old exam questions, with answers, from previous semesters. These practice questions come in two different forms in the Resources section of the course website: (1) Questions from Exams in Prior Semesters (a PDF document of just the questions), and (2) Questions and Answers from BUL4310 Exams in Prior Semesters (a PDF document of both the questions and answers). There are well over a thousand such questions, hundreds for each of the three parts of the course (for the three exams). Start practicing with and learning from those questions well before each test.<sup>3</sup>

To better understand lectures and take notes, you should review, for each LSB Article,<sup>4</sup> the corresponding Supplemental Information text. Each such text has just a few items (as well as boxed material on which you will not be tested); the corresponding LSB pages are indicated for each item. As the lectures take place, we proceed in order through these Supplemental Information items, just as we tend to follow the LSB in order.

*Check your note-taking and highlighting.* Early in the semester, watch a lecture a second time. (Okay, feel free to put it at a higher speed!) On this second go-round, just *concentrate on looking at your notes, as you have placed them in the LSB or elsewhere.* In other words, this time listen to the lecture but look at what

<sup>3</sup> Each of these practice documents presents the questions according to the broad subject categories for a particular test (as opposed to the tests themselves, where the question order is randomized). So, you need not wait until you have studied all the material for an exam before starting to test your knowledge with the practice exams. For example, in studying for the first exam, you could start on the practice exam document just after you have completed your study of the introductory materials (the topics covered before we get to agency).

<sup>4</sup> Article I covers Test One material, Article II covers Test Two material, and Article III cover Final Exam material.

you wrote and highlighted. If there is a substantial amount of information the lectures impart but which you cannot account for in specific LSB or Supplemental Information items you have highlighted and/or in your own notes, then you need to be taking more thorough notes and otherwise organizing your understanding of the subject.

### **COME TO THE LIVE CLASS IF YOU CAN. WHY? 10 x 2 +1 (THAT'S TWENTY-ONE!) REASONS**

1. It's fun.
2. It's educational (sure, it's also taped, but with the live class comes *special possibilities* – meeting classmates, talking with a “live” professor, seeing where all those props & hats come from, etc.) Plenty of people do well in this class without ever coming to the live sessions (or even to Gainesville), but statistics show, *for any number of possible reasons, the students who come to the live class tend to have higher grades on tests than the class average.*
3. Almost immediately, your particular questions can be asked and answered, your concerns raised and resolved. You have the chance to inquire in the “here and now” – as the class happens or even before the class occurs - specific questions or more general explanations/elaborations about concepts mentioned in a lecture or in the readings; I then make it a point to integrate my answers/explanations into the lecture. Live class >> Instant answers!
4. You get the chance to perform in skits, dances, modeling, game shows, and other awesome opportunities to shine. And some of these students have gone to Hollywood, others to Wall Street, others to success throughout the world! Now that's impressive. I'm not saying there is a causal link to performing in BUL 4310, but – then again, who knows?!
5. Friends and family *will* be impressed by what you did, and learned, in class. Your kinfolk will be proud of you; your chums will wish they *were* you!
6. Before or after class or during breaks, you have the opportunity to discuss with me – and often “in the know” undergrad assistants or other students – the law school, graduate school, or job application process.
7. It is a small “plus” for people who later apply to be undergrad assistants. I know you understand not just the class generally, but what the live class is like.
8. If you don't want to participate in 4, above, all you have to do is say so. Students can decline for that day, or decline for the whole semester. Your choice. So, if you are shy, don't worry – BUL 4310 is a nonthreatening, *user-friendly* environment. (You'll probably decide you actually want to volunteer sometimes(!); but– again- you never have to show your face, if you'd rather not.)
9. You never lose anything you might get from watching a recorded lecture. Any day or time after the live class you can always also watch that class on tape, if you want –retaining all the advantages associated with a second “viewing” of class (pausing the lecture, honing in on a topic or a slide). And almost all the lecture slides' text comes straight from the LSB, so you really don't need to copy everything in the slides.
10. I get to know you. No, you don't get extra credit points unavailable to others just for coming to the live class. **However, if you come quite regularly to class throughout the semester – in effect, acting for the non-attendees as a surrogate (e.g., with questions for and feedback to me; signing the attendance roster), then you may use that as a substitute for the trial/hearing extra credit – earning the ordinary credit for that trial/hearing report.** This attendance can only qualify as credit for that project (the trial/hearing report); it will *not* serve as a substitute for the other extra credit project – a reaction paper concerning a law review article. And if you want to try to get extraordinary credit for the trial/hearing report (i.e., more than 1 point), you only have a chance for that by writing a report.
11. In a big university, it never hurts to rise above the anonymity and have your instructor and others (e.g., TAs) recognize your name and your face, and likely know a lot more about what makes you the interesting, amazing person you no doubt are!
12. Per 10, above, when I know a student, it is easier for me to be all set to help with law school, grad school, or other recommendation letters.
13. An active, engaged “audience” makes the class a better class.
14. Come on now: this isn't an early-morning class. You must be up and about by mid-afternoon!
15. Is there really anything better to do on a Tuesday or Thursday afternoon? Certainly not!

16. It is a known fact that all of the students at the live class are incredibly good looking.
17. Attending class is cool.
18. Heavener Hall is a happening place.
19. Prizes may be awarded, such as the highly esteemed Volunteer of the Month awards and, at semester's end, the Grand Poobah of all – the Most Valuable Course Volunteer!.
20. People often come by my office after class. If you are in class, you can be "first in line," and start the conversation on the way back to my office from the class.
21. I'd love to see you at the live class.

## **STUDYING FOR EXAMS**

Here are some ideas for exam success:

Watch the review session and look on the course website at the Breakdown of Test Questions.

Read the substantive discussions on the discussion board.

Listen to some classes a second time to see how thorough your notes were. For example, the stories and examples I give are as important as the simple lecturing to you of legal information. After all, the former are intended to put the latter into better context.

Put the information you study into "stories" or hypotheticals that give it more meaning (make it more vivid) for you.

Read the Supplemental Information text.

Carefully read the texts and then review the texts and your notes several times

Look at the Questions and Answers from Prior Exams posted in this website's Resources.

Here are study habits as stated by five former students who received high grades on BUL4310 exams:

### *First Student:*

Read ahead before going to class! If you're in Gainesville, physically go to class.

Watch the lectures again before the exam.

Read the book, have notes within the book and have tabs on important topics.

The material will eventually stick if you read ahead, go to class, highlight and tab the books, go over old exam problems and (re-) watch the lectures. So here is the mnemonic (and Prof. Emerson likes mnemonics!): RGTPW - Read, Go, Tab, Practice, Watch!!!

### *Second Student:*

First, attend all class lectures, while also reading ALL of the Barron's text pages carefully. Reading it daily, slowly and carefully will help with retention. Jot down some concepts that you have trouble retaining on a loose sheet of paper - your "study sheet" - so you can read over it before exam day. DO ALL Questions at the end of the Barron's chapters. Some are strikingly similar to exam questions, and it also lets you gauge your comprehension.

Then carefully read ALL of the LSB. You just cannot get around reading in this class.

At this point, the exam is about several days away, so complete ALL practice problems, and check ALL answers (see in the text WHY answers are right or wrong).

### *Third Student:*

Most beneficial to me is to read the LSB right before I watch the lecture. That reinforces what I've just read, and also helps to clarify anything that I might not have completely grasped the first time. When I read the chapters, I study them thoroughly, highlighting and making notes in the book along the way. I usually read the Barron's after I've done all my other preparation because it seems like a shorter, simplified form and it is thus a refresher for me.

### *Fourth Student:*

Reading through the table of contents in the LSB and Barron's books is a good way to remind yourself of the topics you've learned. It also gives you a general idea of where to look for answers during tests/the order of the topics. If you're more of a visual learner, use lots of different color highlighters! Making your notes more aesthetically appealing makes them a lot easier to study from. Being able to understand general ideas and how to apply them to test questions is key; you can always look up information that may

be hard to memorize (like lists), but knowing the main idea for topics will make hypothetical questions a lot easier to figure out on the tests. Get "the big picture!"

*A Fifth Student's Remarks: Turning it around after a poor test performance*

The first test I read the LSB once, read the Barron's book once but skipped a lot, and watched all the lectures at 2x and didn't take notes, didn't print out the supplementary information or practice questions, and my grade was a 70. But the second test I read the LSB two times before watching the lectures. I read the Barron's book once before watching any lectures, too. Then after I watched the lectures (including Topical Talks) at normal speed I read the LSB again - highlighting some - and did the same with the Barron's book. I also wrote down all LSB topics in order. I then reconciled those topics with the Barron's book by writing in a different color the comparable Barron's book pages. Then I put all the supplementary information numbers onto this sheet and used another color. It didn't take as long as it sounds, and on the exam it made finding things and switching sources a breeze. On the morning of the test, I re-read the LSB pages from start to finish, and then skimmed through Barron's. I ended up scoring a 104 on the second test and now have a pretty good chance at getting an A.

To repeat, I read the LSB four times and the Barron's book three times. I put in enough time. There is really a difference; I knew so many answers without looking them up. I can't say the same for the first test.

### **A TERM PAPER OPTION**

A term paper score can substitute for your lowest exam score. (Note: No matter how good your score is, it only replaces the lowest test score and is worth 20% of your grade (nothing more than 20%). Choosing to do a term paper is entirely optional; indeed, most students do not choose to write a paper.

#### The Term Paper

To be eligible, a student must first submit an outline by Fri., Jan. 26. That outline must be approximately 150 to 250 words long, with an indication of at least three sources (e.g., Internet sites, books, court cases, newspaper stories) you have found and may use. The outline is not graded, but we usually acknowledge its receipt and often also write to the submitting student with advice on how to approach his/her paper and/or with a request that he/she revise his/her outline.

*Also, the permission to write a term paper that arises from timely submission of an outline only extends to a paper that at least resembles the outline. You can certainly change the emphasis of a paper, as long as it relates to the outline's scope. However, if you decide to change the topic dramatically (e.g., to an entirely different topic), you must email to me explaining what you wish to do and seek permission by sending a new outline. Such an action will NOT extend the deadline for turning in a term paper. And such a request (an email) must be emailed to me NO LATER than six days before the paper is due. If in doubt about these matters, email me.*

One approach (**BUT NOT THE ONLY APPROACH**) is to write a paper arising from, relating to, delving deeper into, or otherwise concerning a real case or actual example discussed in the LSB text, in the Barron's book, or in one or more of the class-related YouTube videos. Generally, it would be much better to choose a case or example that was not discussed at great length (e.g., for more than one or two paragraphs), because that gives more opportunity for you to do your own research and develop your own insights. This is *not* the only approach. Generally, any law topic that is business related (very broadly defined) is acceptable. Do not write about abortion, a constitutional law case from earlier than 2010, a criminal law matter not related to business, or a paper that is more about something other than law than it is about law.

The completed paper should be from 2,200 to 2,800 words, not counting the citations. The paper, assuming that you have completed an outline on time (on or before Fri., Jan. 26), is due Fri., March 16.

NOTE: You do NOT start out with a perfect score on a paper that you submit (100 points), and therefore we have to explain why you did not get a 100. You must earn the points – typical scores range from about 80 to the mid 90s, but there are lower scores and even higher scores. At least two persons will grade your paper.<sup>5</sup>

The ***rubric*** used includes these assessments of your work, which are stated here just as a reminder of things to consider (not overlook) while writing your paper, not as a guarantee of any particular point total.<sup>6</sup>

A well-stated thesis – understandable? What is the author (the student) trying to do? 5 pts.

Analysis of Topic - 40 pts.

Clarity of Paper - 10 pts.

Strong Conclusion? (Has the author attempted to prove anything? IF so, given the brevity of the paper, has he/she been successful) - 10 pts.

Writing, Spelling, Punctuation - 20 pts.

Sources – Quality and Number (the author should cite at least nine different sources, unless there is an understandable reason – the sources should be of different types, and most should be recent in origin whenever practical and appropriate for the paper) - 15 pts.

Again, the most important thing is to write a very good paper that is your work. But the above standards may give you some idea of what you should do.

### *Turning It In and Monitoring the Grading*

The outline and the paper must be submitted electronically via the Internet. Submission instructions are on the website – in the Assessments folder. The outline and the paper will NOT be accepted through email, via fax, or by printed copy. Please do not wait until the last minute to try to submit an outline or paper. (As a last resort, you may send the outline or paper as an attachment to my e-mail address - bul4310.prof@warrington.ufl.edu - but that would only be to show you had completed the work as of that time. You still must follow up with an Internet submission.) Please keep a copy of the paper, and retain the confirmation notice generated after you submit the paper. We generally grade the papers within about three to four weeks, with grades and commentary ultimately placed in the Assessment folder where you also access your exam grades. Please monitor announcements – both on the website and in class - as any concerns about your outline or paper should be promptly sent to the TAs or me.

*If you turn in an outline but do not write a paper, you receive no credit for your efforts. You are not penalized for having failed to turn in a paper, but you also get nothing for whatever work you put into the outline or the draft of your paper.*

### *The Grading of the Paper*

As stated above, the outline is not graded. Only the term paper is graded.

My expectation is that most persons undertaking this assignment will do a good or very good job, and I will give out most grades in the low-B to mid-A range. The emphasis in grading will be on the research and the substance of the paper. However, poor grammar, bad spelling, incoherent sentences, and other problems of “style” will lead to a lower grade. Also, while writing more than 2,800 words will NOT lead to a penalty (you won’t be rewarded either!), writing less than 2,200 words likely will be penalized. Furthermore, reliance on only a few sources (inadequate citation of sources) will lead to a lower score. Ordinarily, a paper should have at least nine different sources. (In rare instances, that may be unfeasible; ask ahead of time if you are concerned.)

If your grade on the paper is higher than your lowest test score, then the paper acts as a complete substitute for that score. If your term paper score is lower than your lowest test score, then the test score is used, unless you plagiarized part or all of your paper or turned in a paper that has significant similarity to another

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<sup>5</sup> Just because Canvas may display the grade from one grader does not mean another person or persons also graded the paper and contributed to the ultimate grade and any comments. Canvas limits how things may be posted.

<sup>6</sup> For example, if you fail to meet the minimal word count for the paper, you likely will have a lower score on your paper.

paper or assignment you have undertaken in another class. On this latter point (i.e., whether your work is too much like what you have previously done), please email to me the previous paper and explain what you wish to do before you write a paper for this course.

IT IS NO DEFENSE TO PLAGIARISM THAT YOU ACCIDENTALLY TURNED IN A DRAFT OR SOME OTHER WORK RATHER THAN THE WORK YOU INTENDED TO SUBMIT. PLEASE CHECK AND DOUBLE-CHECK YOUR SUBMISSION BOTH BEFORE AND AFTER YOU HAVE SUBMITTED IT. Also, if you took ideas or information from a source, it is always better to err on the side of citing that source repeatedly – even multiple times throughout your paper – than just to cite it a few times and make it appear for other parts of the paper (other sentences) that the work is yours when in fact the idea or information is something you got from that source. Also, note that even footnoting a source is insufficient when you are not simply paraphrasing the source's contents but taking your wording came directly from that article: then you should cite the source AND also put the language in quotation marks.

**WARNING: *You Must Act Quickly, or You Cannot Write a Paper for Credit***

You must decide early in the semester whether you want to write a paper, and on what topic.

You cannot wait to see how you are doing on exams before deciding whether to turn in an outline. There will be no extension of the Fri., Jan. 26<sup>th</sup> date for turning in an outline and reserving a spot.

Further Information:

An outline for the term paper is **turned in via the Assignments of the course website**.

We will review outlines and get back to you. If there is a problem, you will have time to resubmit a revised outline. The most common problems are that the topic is too broad or that there are insufficient sources.

*In the papers themselves, a common failing, among other things, is the absence of sources for various statements which are not yours (that you got from somewhere but have not cited). Put in footnotes one or more sources for every statement that you make which should require documentation (that is not simply your own thought).*

It is okay for an outline to be bullet pointed and not set up like a rough draft (as in the examples on Canvas). But the bullet points need to say something, not just be headings. Therefore, the better approach is usually just to submit a paragraph or two (as much as a page) stating what you intend to do and including some sources.

Law sources for your paper can be found from many avenues – FindLaw, Justia, Cornell Law School digital library, Lexis-Nexis (this one is available in the digital databases for the UF Libraries) and many others. The term paper gives you much flexibility to write on almost anything related to business law.

UF's Teaching Center has a writing studio that provides assistance. The URL is <http://writing.ufl.edu/writing-studio/>. Or see <http://writing.ufl.edu/writing-studio/for-students/schedule-an-appointment/>. There are walk-in meetings, appointments, phone call facility and online resources. It is on the 3rd floor of Library West.

Also, the College's Career and Academic Peer (CAP) Mentor program

(<http://warrington.ufl.edu/undergraduate/myheavener/career/cap/>) sometimes helps students with written work, especially related to professional writing, such as personal statements and cover letters.

## **EXTRA CREDIT**

There are two, and only two, possibilities of extra credit: (1) a report on a trial or hearing, and (2) a short reaction paper to a law review article. Due dates must be strictly adhered to in order to receive any credit. You can do either one or both (and get credit for both – e.g., 1 point + 1 point).

### **#1 TRIAL/HEARING REPORT (750 to 900 words in length)**

Attend a trial, or at least an important part thereof, for about 60 to 90 minutes. I prefer that you view a civil case, but criminal, traffic, small claims, moot court, or even administrative proceedings are fine. It is, ultimately, your choice (and also a question of what is "playing" when you trek down to the courthouse).

Many students state that this assignment is very interesting and gives firsthand information on the law and legal system in a way that books and lectures cannot.

**\*\*\* PLEASE STATE, ON THE TOP FRONT PAGE OF THE COMPLETED WORK ASSIGNMENT, THE DATE, TIME PERIOD, AND LOCATION OF YOUR COURTROOM OBSERVATION, AND – IF POSSIBLE - THE NAMES OF THE PARTIES, THE LAWYERS, THE JUDGE, AND THE COURTROOM NUMBER/LETTER/NAME.**

Very important to me is your assessment of the proceeding and the general conclusions about law, the legal system, and the legal players that may be drawn from the particulars witnessed. Think about what you saw. Be willing to philosophize, if that seems appropriate. Also, if the experience left you with questions, note them.

#### Some Points to Consider in Your Report

- a. What did you see? For a big case, in which you saw only part of the overall case, describe the part you saw (e.g., voir dire, a motion hearing, opening statements) and how it fit into the larger picture of the case.
- b. The legal and factual problems in the case or cases.
- c. The legal subjects (e.g., contracts, torts) relevant to the case(s).
- d. For a case with a jury, the ramifications thereof (e.g., judge's instructions, attorneys' terms of persuasion).
- e. How would you have handled the case as a juror, lawyer, or judge?
- f. WHAT DID YOU LEARN?

#### **IT IS NOT AN EXCUSE TO TURN YOUR PAPER IN LATE BECAUSE, WHEN YOU WENT TO THE COURTHOUSE, JUST A DAY OR TWO BEFORE THE WORK WAS DUE, "NOTHING WAS PLAYING AT THE COURTHOUSE." COMPLETE THE ASSIGNMENT EARLY!**

YOU ARE FREE TO WATCH ANY TYPE OF PROCEEDING – state, federal, administrative, or otherwise. **YOU ARE NOT LIMITED TO GAINESVILLE or even a "live" trial.** To Complete this Course Work, YOU CAN ATTEND, FROM May 15, 2017 ON, ANY PROCEEDING ANYWHERE IN THE WORLD. (The only limit is that online cases should be from the last couple years, should be on a civil (noncriminal) matter, and should NOT concern something you wrote about for a term paper.) *Also, while I think a "live" proceeding gives you insights that a televised/online proceeding cannot, you can turn in a report on a recorded proceeding, instead. Especially for students in Gainesville (where there is usually little "playing" at the courthouse), the online/televised proceeding may be the better option. If you do write about a televised or web proceeding, you MUST give sufficient information that a reader could view it, too.*

Schedules and other information for all courts now tend to be online. Whether online, in person or on the telephone, never seek to communicate directly with a judge. A secretary or clerk may provide you with information about trials, motions, or other proceedings scheduled for that day or in the very near future. As long as the proceeding is open to the public (and most are), you may discreetly enter the courtroom to view the proceedings. If it interests you, great. If not, quietly leave and look elsewhere. **DO NOT LEAVE A COURTROOM WHILE THE JUDGE IS SPEAKING. ALSO, DRESS APPROPRIATELY. No short shorts (in fact, pants are better); no halter-tops; wear shoes, not sandals. Dress and act in a respectful manner. You cannot go wrong by dressing as if you were going to a job interview.**

#### **#2 REACTION PAPER ON A LAW REVIEW ARTICLE** (750 to 900 words in length)

Write a brief paper reacting to a law journal article. Almost any law journal article associated with a university publisher will be acceptable. Any of my articles at <http://ssrn.com/author=86449> are certainly acceptable as something to which you react.

The very beginning of the paper should have (1) your name, (2) your UFID, (3) the title – "Reaction Paper to \_\_\_\_\_ (the article's title) by (the article's author), (4) the journal name – e.g., American Business Law Journal, and – if possible – an URL, i.e., web address, for the article), and (5) the length, in pages or word totals, of the article to which you are reacting.

In the body of your paper, you should briefly describe the article and then offer your questions or comments; feel free to bring in concepts or ideas you have learned from the class lectures, the Law, Society, and Business text, the Barron's textbook, or other courses or life itself! Normally, the article should be at least 5 or 6 pages long, but could be as long as 100 or more pages. You need not read the entire article and react to it, but you should either deal with the entirety of it all or at least some part to which you can intelligibly react.

You are free to quote from the article, but do NOT make your paper a cut-and-paste job, or anything where more than, say, a quarter of your paper consists of quoting or paraphrasing the article. I want your reaction. You could write about points you learned from the article, questions that an article raised in your mind, comparisons to matters you have learned elsewhere (in this class, in another course, from life), other things the article reminds you of or that could be in some way analogized to or related to points/sources in the article.

#### **GRADING OF BOTH EXTRA CREDIT PROJECTS (the Trial Report and the Reaction Paper)**

Due to the size of the class, ordinarily no individual comments can be returned to the student. Your papers will be read and graded by at least two persons. Most papers will receive a grade of 1 point (to be added onto your point total, on a 100-point final grade scale). For exceptional papers – no more than 5% to 10% of the papers submitted – a grade of up to 1.25 points will be awarded.

For papers that do not meet the word totals or otherwise follow instructions, but otherwise were okay, just 0.6 points may be earned. Poor papers may be awarded just 0.3 points. Completely inadequate papers will receive no credit. As is the case for the term papers, plagiarism or other academic dishonesty will result in not just no credit, but penalties. Turnitin.com and other plagiarism detectors may be used on all work that is submitted.

Due to the class size, we will not generally make fine distinctions between extra credit papers (and thereby award point totals all along a 0 to 1.25 point continuum). That simply is not feasible for work of this nature, which is mainly a “learn by doing” type of project. For the term paper, I endeavor to give you comments – a breakdown of the point total, with problems or compliments as to your work. That is not what takes place for the grading of Extra Credit, which should involve much less work on your part (and on the graders’ part!).

If you are displeased with an Extra Credit or Term Paper score, you may write to me, of course. You must complain within seven days after your grade has been posted in order for me to consider your request for a regrading. The usual process then will be that one of the law student TAs or I (someone other than the original graders) will review your work and the complaint. If we believe your paper genuinely deserved a higher grade, we will give it. However, if we do not find merit with your complaint (i.e., we conclude that the paper did not merit a higher score), we reserve the right to reduce your score. Normally, we would not do that, but if we conclude that we were generous, compared to most other papers, in terms of the grade we gave your work, then you likely will have a corresponding reduction in your score (not as a penalty for complaining, but to reflect the correct grade).

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### **SOME WRITING TIPS: PAY SPECIAL ATTENTION IF YOU ARE WRITING SOMETHING FOR BUL 4310**

#### Common Grammatical Problems

- Run-on sentence(s).
- Pronouns and possessives that do not clearly refer back to a noun. For example:

Correct: Wachovia Corporation announced its second quarter revenue projections. It reported profit increases of 16%.

Incorrect: The Wachovia Corporation announced their second quarter revenue projections. They reported profit increases of 16%.

Note: A corporation, a company, a partnership, an LLC, a governmental agency – each such entity is a singular unit and thus should be labeled “it,” not “they.” Likewise, for the word “everyone,” the emphasis grammatically is on the last syllable, “one.” So “everyone” is singular; an example would be the sentence, “Everyone should sharpen his/her pencil and take a test.”

- Subjects and verbs should both be either singular or plural. If the subject includes “and,” the verb will be plural.
- Commas and periods come within the ending quotation marks, while semi-colons are outside.

Correct: Justice Holmes said, “The life of the law has been experience, not logic – the felt necessities of the times.” When Holmes said, “Three generations of idiots is enough,” he reflected the prevalent views of some Progressives who dabbled in eugenics.

Incorrect: Lincoln began his greatest speech with the now immortal words, “[F]our score and seven years ago”.

- Avoid comma splices; a period or a semicolon should separate two independent clauses.

Correct: The University of Florida is an excellent institution of higher learning. It is world-renowned.

Incorrect: The University of Florida is an excellent institution of higher learning, it is world-renowned.

Correct: The University of Florida is an excellent, world-class institution of higher learning.

- Its = the possessive of “it.” (Example: The company has its shareholders best interests at heart.)

- It's = the contraction of "it is." (Example: It's really hot and humid in Gainesville from May to September. Hooray for Summer C!). For example, "Reason's" is not plural, but possessive (and quite likely the wrong spelling). If you leave out the apostrophe, the word just means plural (in this case, more than one reason).
- ." is correct; ". Is incorrect
- ," is correct ;, is incorrect
- For footnote marks, place them after the period or comma, and after any quotation marks:  
     .<sup>7</sup> is correct      <sup>8</sup>. is incorrect
- ,<sup>9</sup> is correct
- "Amount" means an indefinite quantity, such as large or small. But when referring to something where there are units – e.g., ounces, persons, houses, cars, etc. – then say "number."

### Common Style Matters

- Use a topic paragraph to introduce the paper and topic and supporting sentences within each paragraph. (However, do not obsessively follow this approach if it interrupts the flow of the paper. There should be transition from paragraph to paragraph, but with transitional and introductory phrasing used sparingly once the paper's focus and any matters of sequencing are stated at the outset of the paper.)
- Avoid overuse of the passive voice. For example:

Active: Emerson gave everyone in the Legal Environment of Business an "A."

Passive: Everyone in the Legal Environment of Business was given an "A."

Aside from the tortured sentence construction, the passive voice often makes it unclear who did what to whom. If we clear up that problem ("Everyone in the Legal Environment of Business was given an A by Emerson"), we make the sentence construction even more tortured.

- Avoid contractions (e.g., "don't," "can't," "isn't") in formal writing.
- Avoid the second person (i.e., "you") in formal writing.
- Avoid beginning a sentence with a conjunction (e.g., "and") or ending a sentence with a preposition (e.g., "to," "for," "with").
- Work on clarity of expression. Simple and direct is usually better.
- Avoid redundant material, particularly on a paper as brief as this one.
- Avoid problems with homonyms (e.g., "there" instead of "their").
- Try to finish a close-to-complete draft of the paper early enough that you can put the paper aside for a while and then be able to look at it with a fresh perspective before reviewing it, perhaps making revisions, and then turning it in.

Proofread, proofread, proofread.

If you finish a draft early enough, you can put it down for a few days and, when you look at it again days later, have fresh eyes to see potential improvements. You may be able to get help from UF's Teaching Center

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<sup>7</sup> I.e., a footnote marker should be after the punctuation (e.g., after a comma or a period), not before the punctuation.

<sup>8</sup> Footnote marker before the punctuation is wrong.

<sup>9</sup> Footnote mark comes after punctuation and the quotation mark, in that order.

(<http://writing.ufl.edu/writing-studio/>) or the College's Career and Academic Peer (CAP) Mentor program (<http://warrington.ufl.edu/undergraduate/myheavener/career/cap/>).

### **Documenting Legal Research: Citations for any paper you submit**

Legal reasoning is a stylized form of logical thinking. While not as rigorous as a mathematical proof, there are similarities. Typically any significant statement of fact or opinion that is not common knowledge to the average person, especially those advanced as truth, must be documented with a citation. So, it is not just quotations that require citations, but paraphrasing of another person's work. And it therefore also makes sense that poorly documented papers receive lower grades than they otherwise would receive.

Please include citations whenever appropriate. If in doubt, cite!

I very much prefer footnotes over other formats.

I don't care which style of citation you use, as long as you are consistent and give sufficient information for finding the source. Unless you already have a strong preference, just use the format used in law journal articles – the Bluebook: A Uniform System of Citation. Some basic examples of how to cite the most common types of sources (e.g., court cases, law journal articles and newspaper articles, books, internet sources, and statutes), which generally do not change in citation format from one edition of the Bluebook to the next, are at <https://www.rgnul.ac.in/PDF/f7ff0636-9075-47f2-8e17-a5ba7be7a3cf.pdf>

For a book, the source citation would be the author, title, date of publication, and page number of the book; for any article, the author, title, periodical, date, page number, and website location.

For an article, the source citation would include the author of the article, the title of the article, the name of the journal in which the information appeared, the volume and page number where the information is found, and the date of publication.

For a website, the source citation must include the name of the person or organization that takes responsibility for the information, the title or subject of the information, the precise URL page on which that specific piece of information is found, and the date on which it is accessed.

A good way to see how law is cited is to look at one or two of my articles. Many of my articles are **at** <http://ssrn.com/author=86449>

## **GRADES**

Your best exam score is worth 45% of your final grade (on a 100 point scale), the middle exam score is worth 35% of your final grade, and your worst score is worth just 20% of your final grade.

Extra credit, if any, is simply added to the total derived from your exams, assuming that you take all three exams. If you only take two exams, your term paper score (if you wrote a term paper!), minus fifteen points for the paper, can replace the lowest score of a "0" for that third exam.

To ensure that you receive any extra credit, as well as to receive full credit for a term paper as a replacement for your lowest exam score, you need to take all three exams and - on the last exam you take (typically, the final exam) – you need to achieve a threshold score.

### **The Final Exam and Points Earned from Extra Credit as well as the Term Paper**

1. You do not have to take all three exams. However, if you decide to not take one of your exams, please do write to the TA ([bul4310.ta@gmail.com](mailto:bul4310.ta@gmail.com)) as soon as you have decided to do that simply to tell us that is what you are doing, certainly by 5:00 pm on Mon., April 30, and please indicate that in the subject heading of the email as well (e.g., "I am not taking the final exam"). Nothing else is required.
2. If you fail to take all three exams, then you get NO extra credit points and your term paper score, as a substitute for the "0" on the missing exam, is reduced by fifteen points (e.g., a term paper score of 95 becomes an 80).
3. To ensure that you get credit for your extra credit points and full credit for your term paper score, you need to do more than simply not studying at all and then taking the final exam by simply putting any answers you want (i.e., just bubbling in all answers as "A"). Here are the thresholds you must meet. They are very low, but they are better than simply random guesses.

a. *Extra Credit.* To earn any extra credit points, you must get 30 on the last of the three exams you take (ordinarily, the final exam). IF you get under 30, then you do NOT earn any Extra Credit.

b. *Term Papers.* If you do not get a 45 or higher on the last of the three exams you take (ordinarily, the final exam), then you have fifteen points reduced from your Term Paper score. If your score is 45 or better, then you have full credit for your Term Paper score.

NOTE WELL: These rules are designed to encourage people to take all three exams, but certainly NOT to penalize poor test-takers. So these rules are not invoked for your first two exams. Indeed, only in extremely rare cases (final exam scores under 45 points) does a student lose some term paper credit.

If your other exam scores leave you concerned that you may not get at least 45 on the final exam, please feel free to contact me at least a few days before the final. Indeed, regardless of whether you wrote a term paper or fear such a low final exam score, this advice – to contact me - applies whenever you have concerns or questions.<sup>10</sup> Remember: The TAs and I are here to help you.

The final grading scale, based on a 100-point scale, is as follows:

<b>A</b>	<b>93.5 &amp; above</b>	<b>A-</b>	<b>90.0 to 93.49</b>	<b>B+</b>	<b>86.5 to 89.99</b>
<b>B</b>	<b>83.0 to 86.49</b>	<b>B-</b>	<b>79.5 to 82.99</b>	<b>C+</b>	<b>76.0 to 79.49</b>
<b>C</b>	<b>72.5 to 75.99</b>	<b>C-</b>	<b>69.0 to 72.49</b>	<b>D+</b>	<b>65.5 to 68.99</b>
<b>D</b>	<b>62.0 to 65.49</b>	<b>D-</b>	<b>57.0 to 61.99</b>	<b>E</b>	<b>56.99 &amp; below</b>

Here is an example of how a final grade would be derived: Student X gets a 90, an 80, and a 65 on his exams. His total points would be 90 times 0.45 (40.5 points), plus 80 times 0.35 (28 points), plus 65 times 0.20 (13 points). His point total would be 81.5, for a B-. If he had extra credit of, say, 2 points, that would bring his point total to 83.5 and he would have a final grade of B.

In this case, completing a term paper might have led to a higher final grade, assuming that X's paper earned a higher score than his lowest exam score. For example, if he had an 88 on a term paper, the 88 points would replace the 65 point total with respect to the 20% amount, and so he would have 90 times 0.45 (40.5 points), plus 80 times 0.35 (28 points), plus 88 times 0.20 (17.6 points) – a point total of 86.1 points, not counting any Extra Credit.

**\*\* AN IMPORTANT NOTE ON GRADES AND GRADING \*\***

On exams, your grade is presented in points, not as a percentage. Most tests I give have more than 100 points possible, and often I raise all students' scores an additional, set number of points. Again, do NOT consider the percentages. If, for example, you received a 73 points out of 105 possible points on Test One, and I added 5 points to everyone's score, your point total for the exam would be 78. And that score would be posted as a 78.

**Do NOT convert the test scores into percentages.** And ignore any percentages automatically generated by the website for a particular test score. For each test or the term paper, it simply does not matter how many total points were possible, but what ultimate point total the student received. The only time you might argue that percentages matter is at the very end of the semester, when your three scores (let's call them P, Q, and R) are multiplied by the aforesaid percentages (45% = 0.45; 35% = 0.35; 20% = 0.20). The grand point total from adding these three products (0.45P + 0.35Q + 0.2R) is put within a 100-point scale, as described below. Otherwise, to say it a fourth time(!), stay away from percentages. ☺

Please remember:

<sup>10</sup> Fifteen points off of a term paper score (in effect, 3% off your final grade) is, given the rules above, extremely unlikely if you are prepared for the final exam. Students' more serious concerns, grade-wise, tend to be their overall test scores.

1. **ANY POSTED SCORE WILL ALREADY HAVE ANY ADDED POINTS (ANY “CURVE”) OR OTHER POINTS ABOVE THE 100 TOTAL INCLUDED IN THE POSTED SCORE. SO, DO NOT ADD MORE POINTS TO YOUR POSTED SCORE.**

2. Do not treat an exam score as a percentage. Consider the example above of the posted score of 78. For this class, the score is simply a 78, not 78 times 100/110 (to give you a percentage).

3. When tabulating final grades, we still go by points. If the hypothetical score of 78 is your highest score (your highest point total) for the three exams, then you will multiply 78 times 0.45; if it is the second highest point total on your exams, then it will be 78 times 0.35; if it is the worst of the three test grades (point totals), then you will multiply 78 times 0.20 (unless you are substituting with a higher term paper score, which instead would be multiplied by 0.20).

4. A term paper score simply replaces your lowest test score (if higher than that test score). It only earns 20% on the grading system even if the term paper score exceeded two or all three of your exam scores.

5. The Extra Credit points are on the 100-point scale and are just added at the end of the term, assuming you have taken all three exams (and there is no credit without your getting 30 or better on the final exam).

6. As soon as possible, we post exam, term paper, and extra credit scores. **You should be diligent in ascertaining the scores you receive.** Then, if you have any concerns or questions (e.g., about a mistake in the reported score), you should immediately address them to me (Prof. Emerson).

7. I have too many students and other responsibilities to handle untimely requests for **regrading**. Ordinarily, no request for regrading (of anything – tests, or papers) made more than seven (7) days after a grade was made available to the student will be honored. Most requests do not lead to a change in grade – e.g., almost always the problem on a test is simply that you picked the wrong answer, not something such as a glitch in grading. In all cases of regrading, it is unlikely, but possible, that instead of raising your grade I may actually lower it (e.g., I determine that the fair grade for your exam actually was a lower grade). A request should come to the prof, not simply a TA.

## **ASSURANCE OF LEARNING**

Each program at the Warrington College of Business Administration has developed goals and objectives that express valued skills and knowledge that students should be able to demonstrate upon completing that program. The following goals and objectives are specifically mapped to BUL4310.

The Undergraduate program goals and objectives that apply to this course are:

Goal 1: Demonstrate competency in and across business disciplines.

1A. Demonstrate knowledge and understanding of elements of economics, finance, accounting, marketing, operations management, organizational behavior, business law, information technology, and business statistics.

Goal 2: Appreciate the ethical and legal aspects of business.

A. Define and explain legal, ethical, and social responsibilities of organizations.

B. Identify relevant ethical and social issues, particularly those that may not be obvious in complex business decisions.

### **General Course Goals**

Your hard work in this course will make you knowledgeable about some essential legal concepts, such as contracts and torts. More specifically, through this course, you will:

1. Be able to recognize and apply basic principles of law to various problems which businesses, entrepreneurs, and operations professionals may face.
2. Consider ethical and philosophical constructs in the legal and business environment.
3. Distinguish between legal systems in the United States and elsewhere in the world.
4. Evaluate the roles and activities of juries.
5. Recognize fundamental issues of international and comparative law.
6. Evaluate the roles and activities of lawyers.
7. Recognize the formation, dissolution, and contractual or tort liability of agency relationships.
8. Identify the major forms of business organization and the advantages and disadvantages of each.

9. Know the process for forming corporations and some essential corporate law concepts.
10. Distinguish the roles of shareholders, directors, and officers.
11. Understand legal and ethical considerations in corporate governance.
12. Be able to identify, analyze and evaluate the elements of a contract.
13. Know what to look for involving contract issues, such as what binds/discharges parties to a contract.
14. Recognize some basic constitutional doctrines, especially due process and free speech issues.
15. Know the main issues/principles associated with employment discrimination claims or related issues.
16. Know the essential concepts of intellectual property.
17. Evaluate the roles and activities of judges.
18. Explain how courts function.
19. Explain how lawsuits proceed; prepare a plan to bring or respond to a lawsuit.
20. Understand fundamental elements of criminal law and torts, including defenses.
21. Identify basic, practical concepts of law in risk management and proactive business planning.

By the end of the semester, you will have a good grasp of many basic legal principles; you will have gone beyond just memorizing or recognizing some facts and theories. Indeed, this course will enable you to better understand current events in law and the business world and will provide a solid framework for any subsequent courses you may take in law or business.

### **LIBRARY RESOURCES**

Students are encouraged to use the many resources available at and through the University of Florida libraries. The following are certain web addresses which may be useful:

Library Homepage <http://www.uflib.ufl.edu/> (for all library services and collections)

Course Reserves <https://ares.uflib.ufl.edu/> (for hard copy and/or electronic reserves)

Ask-A-Librarian <http://www.uflib.ufl.edu/ask/> (direct email or online chat for assistance)

IR @ UF <http://ufdcweb1.uflib.ufl.edu/ufdc/?g=ufirg> (to access the UF digital *Institutional Repository*)

Library Tools and Mobile Apps

<http://www.uflib.ufl.edu/tools/> (smart phone apps, RSS feeds, and much more)

Subject Guides/Specialists

<http://apps.uflib.ufl.edu/staffdir/SubjectSpecialist.aspx> (by discipline and/or course)

### **ABOUT THE TAs**

There are several very talented, intelligent and personable UF law student TAs. There also are many smart, capable, nice volunteers; these Undergrad Assistants (UAs), with Mackenzie O'Connell as the head Undergrad Assistant, are all accomplished, interesting students who did quite well in BUL 4310.

### **ABOUT YOUR PROFESSOR**

I am the Huber Hurst Professor of Business Law at the University of Florida, where I have taught since 1988.

Born February 13, 1957, in Washington, D.C., I grew up in the Maryland suburbs of D.C. I earned my B.A., in three years, from the University of the South (Sewanee, Tennessee), graduating Phi Beta Kappa and Summa Cum Laude. After graduating from Harvard Law School with a J.D. in 1982, I practiced law for six years in Baltimore, mainly in litigation. However, because nearly four of those years were with a smaller firm (about 20-30 lawyers), I also had a variety of work in contracting, corporate, contracting, criminal, employment, intellectual property, real estate, wills, and many other matters (e.g., tort actions involving insurance claims, malpractice, other negligence, and wrongs related to land use or alleged defamation, false imprisonment, battery or other personal harms).

While a part-time business law instructor at Johns Hopkins University and Harford Community College, 1983-88, I caught "the teaching bug" and in March 1988 landed a job at UF. Here, I have authored several dozen law review articles, numerous books, many book chapters and some scholarly studies. Former chair of UF's Management Department, I have received a number of awards, including 15 UF Teacher of the Year awards, the international Business Law Academy's John Bonsignore Career Award for Outstanding

Contributions to Undergraduate Legal Studies Education in Aug. 2016, and seven American Business Law Ass'n and Academy of Legal Studies in Business (ALSB) best article awards. I am also the winner of the 2017 Best Article Award from the International Society of Franchising – the premier academic institute for research from around the world related to all facets of franchising (finance, marketing, accounting, economics, information systems, management, law, etc.).

I was the ALSB Research Symposium Director for many years, am past President of the Southeastern ALSB, and in 2014 received the Senior Scholar Award. I have been a mentor/advisor to both junior professors and to college freshmen. Having served for five years (2010-15) on the Editorial Board of the American Business Law Journal, including as Editor-in-Chief, I am now that journal's Advisory Editor.

My primary research interests are all aspects of the legal system related to franchising, and comparative legal procedure. I try to incorporate comparative law, particularly from the French or German legal systems, into much of my work, although the emphasis remains American law. In line with that interest, my scholarly and teaching experience has become much more international in the last decade. In June 2008, I was inducted as an inaugural member (the only North American representative) of the Conseil Scientifique for the International Union of Judicial Officers (IUJO), a 90-nation organization based in Paris. I was a keynote speaker at the triennial IUJO conferences in Marseille September 2009 and in Madrid June 2015 and was one of three reporters (an editor and panel organizer) for the conference in Cape Town in May 2012.

Invited as a speaker for the International Distribution Institute, the International Society of Franchising, Asia-Pacific Economic Cooperation, the Brussels Distribution Conference, the Academy of Legal Studies in Business, and the International Chamber of Commerce, I have repeatedly served on numerous legal associations and panels and have been a visiting law prof or lecturer on franchising and/or procedural issues at numerous universities – for both faculty and students - in the United States (e.g., Cornell, Florida State, Georgia, Georgia Tech, Indiana, Michigan, Ohio State, Stanford, Texas, U. Penn (Wharton), and Wake Forest) and abroad (e.g., INSEAD, HEC-Paris, Sciences-Po, Sorbonne, Dublin Inst. of Technology, Grenoble EM, London School of Business, MBAI-Paris, Université de Montpellier Law School, ESC-Rouen, Heidelberg University, Muenster University, and Catania University). Your prof has met and conferred on research with law faculty and legal practitioners from dozens of nations (every continent except Antarctica). I also have worked as an arbitrator, board member, textbook and law journal reviewer, and advisor, as well as a franchise law consultant, including expert testimony before Congress.

I am the proud father of three spectacular (now grown) children, for whom, of course, my wife should take most of the credit. I enjoy, among other things, drama, baseball, and history. I've appeared in many local drama and dance productions as well as in a documentary film's historical reenactment. Other than playing shortstop for the Baltimore Orioles or starring on Broadway, I firmly believe that my job is the best one anyone could have!