

# ROBERT W. EMERSON

## **PRESENT POSITION**

Chair, Dept. of Management & Legal Studies; Huber Hurst Professor of Business Law

Warrington College of Business Admin., University of Florida  
201 Stuzin Hall, Dept. of Management & Legal Studies, P.O. Box 117165  
Gainesville, FL 32611-7165  
e-mail: robert.emerson@cba.ufl.edu  
FAX: (352) 392-6020  
Telephone: (352) 392-0163 or (352) 392-8794

### Classes Taught:

Legal Environment of Business - core undergraduate class

Commercial Law – core class for accounting majors

Managers and the Legal Environment – numerous required courses for various

MBA constituencies:

Gainesville MBA classes,

Internet MBA classes,

South Florida MBA classes, and

Professional (or Executive) MBA classes.

Business Law – core class for the Masters of Science in Management and for the Masters of Arts in International Business

## **EDUCATION**

J.D., Harvard Law School, 1982 (member of Maryland bar since 1982)

B.A., Univ. of the South (Sewanee), 1978 - Completed in 3 years –  
Summa Cum Laude (Honors in Major - Political Science), Phi Beta Kappa

## **ACADEMIC POSITIONS**

### **University of Florida**

2006-present, Chair, Management & Legal Studies Dept.; Huber Hurst Prof.  
of Business Law

2000-2006, Huber Hurst Professor of Business Law & Legal Studies

1994-2000, Associate. Prof. of Business Law & Legal Studies

1988-94, Asst. Prof. of Business Law & Legal Studies

**Johns Hopkins University**

1983-88, Instructor in Business Law

**Harford Community College, Bel Air, Maryland**

1984-88, Instructor in Business Law

**Harvard Law School**

1981-82, Research Assistant, Communications Law

**University of Maryland (College Park)**

1979-80, Teaching Assistant, U.S. History

**University of the South**

1977-78, Swimming & Water Safety Instructor; Lifeguard

**NON-ACADEMIC POSITIONS**

Weinberg and Green (Law Firm), Baltimore, Maryland

1987-88, Associate. Att'y, litigation (full-time)

Wright, Constable & Skeen (Law Firm), Baltimore, Maryland

1983-87, Associate. Att'y, litigation & business practice (full-time)

Miles & Stockbridge (Law Firm), Baltimore, Maryland

1982-83, Associate. Att'y, litigation (full-time)

Baltimore and Washington, D.C. Law Firms

1975-81, Summers; Law Clerk/Intern

WUTS-FM, Sewanee, Tennessee

1975-78, Disc Jockey, News Reporter, and News Editor

## **SCHOLARLY HONORS AND AWARDS**

Four time Winner of Holmes-Cardozo Award for Best Article (Cash Award) - American Business Law Ass'n/Acad. of Legal Studies in Business: the highest award for scholarship given by my discipline's academy

Three time Winner of regional awards for best paper in proceedings, including 2008 Award for Best Paper at the Mid-Atlantic Academy of Legal Studies in Business annual meeting in Philadelphia

Author of over 15 review articles and a dozen books; co-author of book chapters and a two-year study; author of numerous trade journal articles; cited in over 170 law journal articles, in state legislative records, in books, and in state and federal court opinions

Junior Faculty Achievement Award, Finalist, Academy of Legal Studies in Business

Admitted to Beta Gamma Sigma Honorary Business Fraternity, Savant UF, and Golden Key International Honour Society

Since 1990, every year that was eligible for the College of Business Teacher of the Year Award, either: Winner (seven times) (Cash Award), or Finalist (three times)

Other teaching awards:

Internet MBA Teacher of the Year Award;

Winner, Lambda Chi Alpha, Univ. of Florida Chapter, First Ever Teacher of the Year Award;

Voted Best Teacher at the College (Dept. level) by the Warrington College of Business Admin. Students several times, including as recently as 2007

Uniformly among the very top College of Business Admin. professors in evaluations by students

Voted One of Gainesville's 20 Most Interesting Persons, Insite Magazine, March 1999 and again in January 2008

Who's Who in American Law; Outstanding Young Man in America Award

E.G. Richmond Prize (top University student in Social Sciences), National Merit Scholar, Wilkins Scholar, Omicron Delta Kappa, Order of Gownsmen, Third in class of 250, Perfect score on U.S. History Achievement Test, College Bowl, Eagle Scout, National Honor Society

## **ACADEMIC LECTURES**

### Last Three Years at the University of Florida

Guest Lecturer on Intellectual Property, for numerous College of Liberal Arts and Science as well as Engineering College classes on website construction and information systems management

Guest Lecturer on Ethical Issues and Legal Practice, in the Levin College of Law's evidence classes

### Last Five Years Abroad

Guest Lecturer at the following non-U.S. universities:

Dublin (Ireland) Institute of Technology (2003)

MBAI-Paris (2007)

ESC-Rouen (2007)

University of Catania – prospectively, for 2008

Université de Montpellier (School of Law) - prospectively, for 2009

The lectures have covered a number of subjects, including numerous topics concerning franchise law, as well as more general comparative law topics, such as "A Comparison of the American Legal System to the EU's Common Law and Civil Law Regimes," "Explaining American Tort Law," "The American Lawyer - Miscreant or Guarantor of Liberty and Equality?"

### Last Ten Years in the United States

Guest Lecturer on Franchise Law at these U.S. universities:

Cornell University School of Hotel Administration

Indiana University School of Business

University of Michigan Business School

University of Texas School of Business

## **PUBLICATIONS**

### **Sole Authored Books (listing only the most recent edition)**

Business Law, Barron's Educational Series, Inc. (4<sup>th</sup> ed. 2005) (705 pages)

Law, Society and Business: Interactive Course Guide and Textbook, Faulkner Press (9<sup>th</sup> ed. 2008) (785 pages)

Selected Readings on Business Law, Faulkner Press (5<sup>th</sup> ed. 2005) (382 pages)

Legal Environment Question Guide, Faulkner Press (12<sup>th</sup> ed. 2004) (254 pages)

Internet Legal Environment of Business, Outernet Press (5<sup>th</sup> ed. 2004)

Business Law The Easy Way, Barron's Educational Series, Inc., 1994 (262 pages)

### **Other Authored Books**

Business Law, Barron's Educational Series, Inc. (1987 & 2<sup>nd</sup> ed. 1992 & 3<sup>rd</sup> ed. 1997),  
With John W. Hardwicke

### **Book Chapters**

"Indiana," Franchise Desk Book, American Bar Association, Forum  
on Franchising (2002), at pages 245-293 (a comprehensive delineation of all  
aspects of Indiana franchise law)

### **Webpages**

Current Undergraduate courses  
Accessible through Vista (kept current since Feb. 1997) - includes numerous updates, a  
class forum, hundreds of course lecture excerpts and analyses, a test study forum, a  
weblog, and a general bulletin board; the "Emerson on Law" archives includes approx.  
200 articles, examples, and other work by Robert Emerson

Graduate courses  
for numerous Internet MBA. Professional MBA, Executive MBA, other MBA, and MSM or  
MAIB courses on law and the legal environment of business - accessible through the  
Warrington College of Business website (kept current since Aug. 2000) - includes  
numerous updates, a class forum, numerous discussion boards, a weblog, and over 150  
archived articles, examples, and other work by Robert Emerson

### **Study**

Automobile Insurance Fraud (Fla. Ins. Research Ctr., 1991), 485 pages; cited in  
various newspapers and trade journals

### **Articles**

These articles have been cited in over 170 law journal articles, state  
legislative records, books, and state and federal court opinions - the vast  
majority of the citations are in other scholarly writings

*Papers mentioned elsewhere are not listed below even if published, such  
as in Conference Proceedings*

**"Franchise Agreements, Alleged Fraud, and Parol Evidence: From Bedlam to Bright Lines,"** 4 Entrepreneurial Business Law Journal --- in press)

**"Franchise Phrasing: Strong Words, But Weak Faith"** – submitted

**"Foolish Consistencies or Mental Hobgoblins: The Competing Arguments Franchisors and Franchisee Mete Out When Discussing Goodwill"** - submitted

**"French Huissiers and American Justice"** - submitted

**"Franchise Terminations: Legal Rights and Practical Effects When Franchisees Claim the Franchisor Discriminates,"** 35 American Business Law J. 559-645  
Acad. of Legal Studies in Business Best Article Award  
Awarded the "Worth Reading" notation, in 21 National L.J., March 15, 1999, at B6

**"Franchise Selection and Retention: Discrimination Claims and Affirmative Action Programs,"** 40 Arizona Law Review 511-613  
Academy of Legal Studies in Business Best Article Award  
awarded the "Worth Reading" notation, in 21 National L.J., Oct. 12, 1998, at B4

**"Franchising Covenants Against Competition,"** 80 Iowa Law Review 1049-1107  
(also accepted, *inter alia*, at Yale Law and Policy Rev.)  
offered *Best Article Award, Acad. of Legal Studies in Bus.*  
awarded the "Worth Reading" notation, in 18 National L.J., No. 30, March 25, 1996, at B9

**"Franchise Contract Clauses and the Franchisor's Duty of Care Toward Its Franchisees,"** 72 North Carolina L. Rev. 905-975

**"The Franchisee's Response to a Franchisor that is Curtailing its Services,"** 3 S.E. J. of Legal Studies in Business 93

**"The Professor as Performer: Teaching Legal Studies Megasections,"** 12 J. Legal Studies Educ. 261-297

**"Franchising and Consumers' Beliefs About 'Tied' Products: The Death Knell for Krehl?"**, 45 Fla. Law Rev. 163-200  
nominated for prize as best marketing law article in United States

**"Insurance Adjusters and Plaintiffs' Attorneys: From Claims Fraud Consensus to Settlement Reform,"** 30 Am. Bus. L.J. 537-605  
Academy of Legal Studies in Business Best Article Award  
reprinted in 43 Defense L.J. 43-111 (Spring 1994)  
awarded "Worth Reading" notation, in 16 National L.J., Sept. 27, 1993, at 54

**"Franchisors' Liability When Franchisees Are Apparent Agents: An Empirical and Policy Analysis of 'Common Knowledge' About Franchising,"** 20 Hofstra Law Rev. 609-85  
– the featured article in the "Editor's Column," 12 Franchise Law Journal 98, 98 & 112 (1993), the leading journal for franchise law practitioners - referring to the article as

"ground-breaking" and "a giant step forward" - (also accepted, inter alia, at Villanova Law Rev.)

**Insurance Claims Fraud Problems and Remedies**," 46 U. Miami Law Review 907-73

Awarded "Worth Reading" notation, in 15 National L.J., April 12, 1993, at 27

**"Rule 2(e) Revisited: SEC Disciplining of Attorneys Since In re Carter"** - 29 Am. Bus. L.J. 155-267

(also accepted at Hofstra L. Rev. & other journals)

Academy of Legal Studies in Business (*American Business Law Association*) Best Article Award

used in securities law courses

**"Franchising and the Collective Rights of Franchisees**," 43 Vanderbilt Law Review 1503-67

**"Ethics Overseer for the Private Bar: The Federal Communications Commission and its Disciplinary Practices**," 9 The Journal of the Legal Profession 43-71

And numerous articles in trade journals and other non-scholarly periodicals, such as The Franchise Handbook and Leader's Franchising Business & Law Alert and Franchise Update

## **WORKING PAPERS**

**Franchise Territories: A Community Standard**

**Vicarious Liability in International Franchise Law**

**"Franchise Market Protection or Employee-Like Status: Contractual Alternatives in the Age of Encroachment"**

**"Franchise Terminations: 'Good Cause' Decoded"**

**"Franchised Know-How"**

## **ACADEMIC PRESENTATIONS**

Dozens of Presentations (about two or three per annum), 1989-present, at the Annual Meetings of the Academy of Legal Studies in Business and of the Southeastern Academy of Legal Studies in Business – approx. two-thirds on substantive legal topics such as franchising and the other third on teaching. In addition, special presentations, often invited, include the annual Huber Hurst Seminar for legal studies scholarship and paper presentations at universities

## **Representative examples of academic presentations since 2006 include –**

“Franchise Encroachment” (Mid-Atlantic Academy of Legal Studies in Business, Philadelphia, April 12, 2008) – **Best Paper Award**

“Will the Plaintiff Bring this Court to Order? The French *Huissier* as a Model for U.S. Civil Procedure Reform” (Mid-Atlantic Academy of Legal Studies in Business, Philadelphia, April 12, 2008)

“Franchise Agreements and Alleged Fraud” (Invited Presentation at the Ohio State Law School Symposium on Franchise Law, Columbus, Ohio, March 6, 2007)

“Foolish Consistencies or Mental Hobgoblins: The Competing Arguments Franchisors and Franchisee Mete Out When Discussing Goodwill” (Southeastern Acad. of Legal Studies in Business, Memphis, Tennessee, Nov. 3, 2007)

“Franchising and Territoriality ” (Invited Presentation at Huber Hurst Seminar, Wharton School, U. of Pennsylvania, Philadelphia, Pennsylvania, Feb. 9, 2007)

“Watch What You Say, Not What You Write: Franchises and the Parol Evidence Rule” (Southeastern Acad. of Legal Studies in Business, Savannah, Georgia, Nov. 2006)

“Inaccurate but ‘Complete’ Agreements: The Many Uses for Franchise Contract Non-Reliance Clauses” (Acad. of Legal Studies in Business, St. Petersburg, Florida, Aug. 2006)

## **SPEECHES**

### Invited Annual or Other Recurrent Speech Engagements

Florida Institute of Certified Public Accountants, Annual State Conference –  
*Each of these presentations is published in the Conference Proceedings*

“Legal Liability” (Nov. 1, 2007)

“Recent Business Law Developments: Alice Accountant’s  
Adventures in Legal-Land!” (Oct. 7, 2005)

“Business Law Stories: Tales from the Briar Patch” (Nov. 6, 2003)

“The Accountant: Business Law in Florida” (Nov. 9, 2000)

Univ. of Fla. College of Bus. Admin. & Students' Bus. Admin. College Council,  
Main Speaker for Welcoming Reception, Jan. 1995, Sept. 1996, Jan. 1998, Sept.  
1998, Jan. 2000, Sept. 2002, Sept. 2004, Sept. 2006

Univ. of Fla. Business Fraternity, Alpha Kappa Psi, Main Speaker at Annual  
Reception, 1995 , 1997, 1999, 2002, 2005, 2007

Univ. of Fla. College of Bus. Admin. & Students' Bus. Admin. College Council, Forum on Majors and Other Programs ("Taking Care of Business), 1995, 1997, 1998, 2001, 2003, 2006, 2007, 2008

Univ. of Fla. Pre-Legal Honorary Society, Annual Speaker, 1990-present

Other Notable Keynote Addresses since 2002 for these Univ. of Florida Organizations

Golden Key International Honour Society ("Law and Honor")

Institute of Industrial Engineers ("Law, Lawyers, and the American Legal System")

Reserve Officers' Training Corps ("Leadership, Service, and Law")

Savant UF ("Leadership Lessons: Why Being Smart is Good, But Insufficient")

UF Graduation, First Convocation Speaker

University Center for Excellence in Teaching, Lecturer ("Lecture Planning: Selecting Content and Improving Organization" for the TA Development Course)

University Family Weekend ("Business Law in the New Millennium: An Interactive Approach - Bells, Whistles, Costumes, and More!")

University Family Weekend ("Business Law: Dramatic Interpretations and Presentations")

University Office of Staff and Student Development ("So You Want to be a Lawyer?")

Warrington College of Business Administration Conference for New Transfer Students ("Learning and Performing as a College of Business Student")

Speeches at Other Conferences

Florida High School Forensics Conference ("Legal Learning and Forensic Feats")

State Conference of Pre-Law Phi Alpha Delta Society ("Teaching Law and Practicing Corporate Law")

**EDITORIAL POSITIONS**

Reviewer for Papers submitted to Annual Meeting of the Acad. of Legal Studies in Business

Case Reviewer, Journal of the Acad. of Marketing Science, "Marketing and the Law"

Advisory Board Member, Florida J. of Law and Public Policy

Former Editor, Harvard Journal on Legislation

Former Staff Editor and Articles Reviewer for American Business Law Journal

### **OTHER ACADEMIC ACTIVITIES AND MEMBERSHIPS**

Faculty Mentor, University Scholar (Research) Program

Harvard Law School Alumni Mentoring Program

Panelist and Discussant, Institute for Academic Leadership, Fla. State Univ. Office of Provost & Exec. V.P. for Acad. Affairs, Department Chairs Workshop, Oct. 2006

Treasurer, Secretary, Vice-President, Program Chair, and President (former) of the Southeastern Academy of Legal Studies in Business

Delegate to the Academy of Legal Studies in Business

Member: Business Ethics Section, International Law Section, and Employment Law Section of the Academy of Legal Studies in Business

Director, Research Consortium, Annual Meeting of the Academy of Legal Studies in Business, Dallas, Texas, Aug. 1994, in Milwaukee, Wisconsin, Aug. 1995, in Quebec City, Quebec, Aug. 1996, in Atlanta, Georgia, Aug. 1997, in San Diego, California, Aug. 1998 and in St. Louis, Missouri, Aug. 1999

Lecturer in Business Law, Florida High School Business Leadership Program and Outstanding High School Seniors Program

Former Moot Court Judge, Univ. of Baltimore Law School

### **SOME PROFESSIONAL ACTIVITIES AND MEMBERSHIPS SINCE LAW SCHOOL**

Expert Witness (Invited by the Committee) before the U.S. House of Representatives' Committee on Small Business, Hearing on Self-Regulation of Franchising, June 30, 1994

Franchise Law Consultant for attorneys and businesses

Business Law Consultant for various publishing companies

Adviser, Coalition Against Insurance Fraud

Admitted to Maryland Bar, 1982-present; Federal Trial Bar (Certified in 1983) and U.S. Bankruptcy Court, 1984

Baltimore City Bar Association, Fee Arbitrator & Speakers' Bureau Lecturer

Balto. City Bar Ass'n, Lawyer Referral Panel Member

U.S. District Court (Md.), Lawyer Volunteer Service

### **UNIVERSITY SERVICE**

Faculty Adviser, Sigma Pi, University Honors Fraternity, 1993-2004

Univ. of Fla. College of Bus. Admin., Scholarships Petitions Committee, 1995, and Academic Probation/Suspension Committee, 1994-98 & 2001-2004

University Senate, 1994-95 (elected), 1995-96 (re-elected), 1997-99 (elected)

College Faculty Advisory Board, 1993-94 (elected), Chairman, 1994-95, 2005-2007

College Research Committee, 1997-2003

College Core Classes Committee, 1993-present

College Televised Courses Committee, 1994-present

College Undergraduate Committee, 1994-2000

College Scholarships Selection Committee, 1996-present

College Minority Affairs Committee, 1988-94 (numerous actives., incl. drafting the College's faculty-approved Equal Opportunity Policy Statement), Chair, 2005-present

College Nominating Committee to the Faculty Senate, 1989-93 & 1996-99 & 2003-2005

College Committees for Selecting Teaching and Advising Award Winners, 1992, 1994, 1997, 1998, 1999, 2005, and 2006

Univ. of Fla. Business Fraternity, Alpha Kappa Psi, Faculty Adviser, 1995-present

Dept. Review of Tenure and Promotion candidate, Chair, 1998 & 2001 & 2004

Department Chairman Search Committee, 1994 (elected)

Departmental Committees for Third-Year Review of Assistant Professors, 1995, 1998, 2000, 2002-2004

Outside Member of Peer Teaching Evaluation Committees, 1998-present

Department Grade Appeals Board, 1994-present (as needed)

Marshall, University of Florida Commencements, 1993-96, 1998-99, 2002, 2004, 2007-present

Judge, Gator Expo, University Homecoming, 1996 & 2000

Reviewer of Business Law Indep. Study Courses for the Fla. Univ. System, 1988-89

Reviewer (informal) of colleagues' papers prior to submission to law journals - e.g., papers on economics and law issues, antitrust law discussions

## **SUBJECT OF NEWSPAPER ACCOUNTS**

"[Prof. Emerson is one of] Gainesville's 20 Most Interesting Persons," Insite Magazine, Jan. 2008;

"UF's Costumed Professor!" Orange & Blue Alumni Magazine cover story, Summer 2003

Ted Spiker, "Class Clown: With Hundreds of Costumes, Props and Skits, UF Business Professor Robert Emerson Takes a Theatrical Approach to Teaching Students About Law," St. Petersburg Times, March 11, 2003, at 1C;

"Hatman" (Internet Article, ca. 2001);

"UF Instructor Uses Garb as Teacher's Aid: Costumes Liven Up What Is Sometimes Boring Material," Orlando Sentinel, Nov. 27, 1997, at B22;

"Professor Makes Dull Class Fun: Skits, Outrageous Costumes Keep Student Interest High," Boca Raton News, Oct. 19, 1997, at 8A

Doug Martin, "Show Business: Robert Emerson Will Try Just About anything to Pump Life into His Business Law Class," Gainesville Sun, Oct. 8, 1997, at 1A;

Also, quoted on various aspects of business law and the teaching thereof in numerous newspapers and magazines, including the Chronicle of Higher Education (e.g., Oct. 2004)

## **COMMUNITY ACTIVITIES IN PAST FIVE YEARS**

Dance Alive National Ballet "Cracked Nut" Annual Dance Performer & Choreographer

Guest Speaker on Law at Local High Schools

Business Law expert for consultation on various news stories -WUFT-FM & WUFT-TV – e.g., on "Law Matters" a half-hour discussion of foreclosure law and practice in a WUFT-TV show recorded and aired March and April 2008

Writer, Director, and Performer in dozens of law related video productions

Political Campaign Volunteer

"Transitions," Actor/Dancer, Hippodrome State Theater (invited to perform in European arts festivals)

## **LEGAL EXPERTISE**

Franchise law concerning all relevant topics, including: franchisee groups - their rights and liabilities; tort liability to consumers; agency/indep. contractor issues; public knowledge, or lack thereof, about franchising; franchise contract terms; rescission; withheld royalties; labor law issues; FTC regulation; definitional issues; antitrust tie-ins; discrimination in selection, treatment, and termination of franchisees; affirmative action and franchising; non-compete covenants; uniformity and disparity of state laws; international law; codes of ethics; encroachment

Contracts Law

Professions and Ethics

Agency Law

Disciplining of attorneys (professional sanctions), especially administrative agencies' disciplinary actions

Full-time Litigator (1982-88) and Part-time Arbitrator (1984-88)