

Legal Environment of Business – BUL4310 Syllabus, Spring 2009

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Warning: This Syllabus is neither a contract nor an offer, and the professor may alter it at any time.

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OFFICE HOURS

Prof. Emerson: Tuesday, 10:45-11:30am & Thursday, 11:45am-12:30pm

Law Student TAs and Undergraduate Assistants: Please see the course website for this information.

ATTENDING LIVE CLASS

The live class is on Tuesdays and Thursdays, Periods 2 & 3 (8:30-9:20am; 9:35-10:25am) in Bryan 130. Feel free to come to the live class, no matter what section you are actually enrolled in. That early in the morning, there will be room! Also, consider - in addition to the class lectures - the comprehensive, exam-oriented review sessions (offered by the professor and law students – see below), the assistants' office hours throughout the day, the discussion board "threads," and e-mail as well as the chat room; you have multiple avenues for asking questions and discussing anything on your mind. In fact, besides just watching lectures and reading on your own, this class, although large, offers students many opportunities to engage in participatory learning.

PREPARING BEFORE CLASS

Class lectures proceed through the LSB text and the web-posted Supplemental Info sets.

Before coming to (watching) the class, you should read about 12 pages ahead, per class period, in the LSB textbook. You may also find it helpful to read the notes from the prior class as well as read the relevant Barron's text pages (see READING ASSIGNMENTS, below) that correspond to where we are in the LSB text. (Regardless of whether you read along, ahead of lectures, in the Barron's book, you definitely should read the Barron's reading assignments, do the Barron's end-of-chapter questions, and study and practice via the LSB Choice Question Guide, not just review the LSB and your notes, in preparation for the tests.)

For more on the specific pages you should be reading, see Reading Assignments, below, pages 3-4.

To better understand lectures and take notes, you should review (not study deeply, but at least glance at to be familiar with) the Supplemental Information materials posted on the website. There are four sets of Supplemental Information materials: for Section One (41 pages long, with 46 numbered items), Section Two (46 pages long, with 75 numbered items), Section Three (28 pages long, with 37 numbered items), and Section Four (46 pages long, with 58 numbered items). As the lectures take place, we proceed in order through these Supplemental Information sets. In a few classes, we may not discuss any of the items, and – at the other extreme – in a few classes we may deal with a large number of items (perhaps as many as a half dozen). Also, some items will, as we skip past them in class, be left for you to consider on your own time. In general, I would say that if you have looked at about six items past where we left off in the previous lecture, then you are far enough along in your pre-lecture "prep."

One last bit of advice: *Check your note-taking and highlighting.* Early in the semester, watch a lecture, or at least part of 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 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.

WARNING

The lectures are your Professor's property. The lectures shall not be used for any commercial purpose. VIOLATION SUBJECTS YOU TO VARIOUS PENALTIES, INCLUDING TERMINATION OF ALL GATORLINK PRIVILEGES, PER UNIVERSITY RULES (see "Policies for use of GatorLink," www.gatorlink.ufl.edu/policy.html). 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.

Use Email to Contact Prof. Emerson and the TAs

Email should be used to contact the TAs and Prof. Emerson. Only use other means if you have no email access. We check email often and normally reply to it quicker than other means of contact.

Where do I send emails?

bul4310.ta@cba.ufl.edu - questions about grades, exams, term papers, and administrative concerns

bul4310.prof@cba.ufl.edu - substantive questions about lectures and readings

Do NOT send an email to both e-mail accounts concerning the same question or problem.

In every email, please state your name, UFID, and phone number, and include all previous correspondence/emails. Including this information is necessary due to the large size of this class.

ANNOUNCEMENTS DURING THE SEMESTER

Important announcements will be posted on the website and/or sent via the class listserv. It is critical that you frequently check the announcements page on the website and your Gatorlink email account through out the semester. Announcements and emails will include important course policies.

BOOKS - the only ones allowed at the Exams

Required Books

There are 2 required books for the course:

1. Law, Society and Business Course Guide and Textbook (2009) ("LSB") – ISBN No. 1-932602-97-6
2. Barron's Business Law (2004) – ISBN No. 0-7641-1984-2

Recommended Books

A third book is strongly recommended, but not required:

The LSB Choice Question Guide - ISBN No. 1-932602-98-4 (2009)

Optional Books

The following are optional:

1. A non-electronic English-and-foreign language dictionary (e.g., English-to-Spanish).
2. A non-electronic English dictionary

Make sure to get the most recent version of each required or recommended book. Photocopies are prohibited. Prior versions of the texts and photocopies will not be permitted for use during exams. The LSB, Barron's, and Choice Question Guide books are your professor's intellectual property and may not, in any manner, be used for a commercial purpose.

BUL4310 WEBSITE

The course has a WebCT website. The website can be accessed by going to <https://lss.at.ufl.edu/> and using your Gatorlink username and password to log in. Frequent use of this website is required, as website students can access the announcement board, reading assignments, exam information, lecture recordings, their own student grades, and other data. Any student posting that is frivolous, rude, vulgar, commercial in nature, more of a personal matter than for the class as a whole, or that the Professor otherwise deems to be inappropriate, will be removed.

CHAT ROOM

WebCT has a chat room option. A link to the BUL4310 chat room is located on the homepage of the website. Prof. Emerson, in addition to office hours, will be available to chat with once a week in this chat

room - dates and times will be posted on the website. This online chat is a good alternative for students who are unable to visit Prof. Emerson during office hours. Students may also chat with other students throughout the week in this chat room.

All messages must be respectful. Messages may be erased if they are no longer pertinent.

CRITICAL DATES AND TIMES

For each review session, the room assignment will be posted on the website, and either a recording of the session or a transcript will be posted on the website.

For each exam, room assignments will be posted on the website for campus (Gainesville) students, based on their last names. The online program handles this for non-campus (online) students.

More information on REVIEW SESSIONS and EXAMS is provided later in this syllabus.

Optional Term Paper - Outline

Due Tuesday February 3 by 9pm

To be signed up, this outline must be successfully submitted electronically by this time. Submission instructions will be posted on the website during the semester.

Exam #1 Review Session

Sunday February 8 at 6pm (tentative)

Exam #1

Wednesday February 11 at 8:20pm (arrive at 8:10pm)

Exam #2 Review Session

Friday February 27 at 6pm (tentative)

Exam #2

Tuesday March 3 at 8:20pm (arrive at 8:10pm)

Exam #3 Review Session

Friday March 27 at 6pm (tentative)

Exam #3

Monday March 30 at 8:20pm (arrive at 8:10pm)

Optional Term Paper - the Paper itself

Due Friday April 3 by 9pm

Submission instructions will be posted on the website during the semester.

Final Exam Review Session

Thursday April 23 at 6pm (tentative)

Final Exam

Monday April 27 at 5:30pm (arrive at 5:20pm)

STRUCTURE OF THE COURSE

The course is split into four sections. There is one exam for each section of the course. Each section includes 5 or 6 parts. The four sections and 21 parts are -

Sec. 1: Getting Started

*Part 1: Law/Ethics - Sources of Law
Part 2: Theories & Legal Systems
Part 3: Agency Law
Part 4: Business Orgs., incl. Partnerships
Part 5: Corporations*

Sec. 2: Making Deals

*Part 6: Freedom of/from Contracts
Part 7: Offer, Acceptance & Consideration
Pt. 8: Mutuality, Capacity
Part 9: Legality
Pt. 10: Stat. of Frauds, PER, Conditions, Performance & Breach
Part 11: Intellectual Prop.*

Sec. 3: Players & Procedures

*Part 12: Lawyers
Part 13: Judges & Juries
Part 14: Supreme Court, Jurisdiction, Conflicts of Law
Part 15: Litigation, incl. Due Process
Part 16: ADR, Constitution & Free Speech*

Sec. 4: Things Go Awry

*Part 17: Employment Discrimination
Part 18: Criminal Law
Part 19: Negligence
Part 20: Intentional Torts
Part 21: Strict Liab., Prod. Liab., Warranties & Disclaimers*

The 21 parts correspond to the Parts of the Choice Question Guide, in which there are 50 questions for each part (1,050 questions with explanations together).

READING ASSIGNMENTS (and also look at the Supplemental Information sets, discussed on page 1)

Section 1 Reading Assignments

Section One	LSB Text (2009)	Barron's Text (2004)
Part 1: Law/Ethics - Sources of Law	Pgs. 21-44	Pgs. 3-7
Part 2: Theories & Legal Systems	Pgs. 44-65	Pgs. 7-10,13-14, 19 & 64-66
Part 3: Agency Law	Pgs. 65-84	Chapter 14
Part 4: Business Orgs., incl. Partnerships	Pgs. 84-97	Chapter 15 & Pg. 490
Part 5: Corporations	Pgs. 97-133	Chapters 16-17 & Pg. 490

Exam 1 will also cover these materials from Part 1: lectures, web videos, PowerPoints, substantive postings by the professor on the video discussion boards, and the Supplemental Information posted on the website.

Section 2 Reading Assignments

Section Two	LSB Text (2009)	Barron's Text (2004)
Parts 6-10: Contracts	Pgs. 137-244	Chapters 4-8 & Pgs. 157-166, 354, 490-92, 577-582
Part 11: Intellectual Property	Pgs. 244-273	Pgs. 550-557

Exam 2 also covers these materials from Section 2: lectures, web videos, PowerPoints, substantive postings by any professor on the video discussion boards, and the Supplemental /Information posted on the website.

Section 3 Reading Assignments

Section Three	LSB Text (2009)	Barron's Text (2004)
Part 12: Lawyers	Pgs. 277-296	Pgs. 10-13
Pts. 13-14: Judges, Juries, Courts, Jurisdiction, Conflicts of Law	Pgs. 296-329	Pgs. 40-48, 56-57
Part 15: Litigation, incl. Due Process	Pgs. 330-365	Pgs. 26-27, 49-60, 63-64 & 584
Part 16: ADR, the Constitution & Free Speech	Pgs. 365-404	Ch. 2 & Pgs. 61-62

Exam 3 also covers these materials from Section 3: lectures, web videos, PowerPoints, substantive postings by the professor on the video discussion boards, and the Supplemental Information posted on the website.

Final Exam Reading Assignments

Section Four	LSB Text (2009)	Barron's Text (2004)
Part 17: Employment Discrimination	Pgs. 407-433	Pgs. 523-532
Part 18: Criminal Law	Pgs. 433-456	Pgs. 407-412
Parts 19-21: Torts and Liability	Pgs. 456-529	Pgs. 412-448

The Final Exam will also cover these materials from Section 4: lectures, web videos, PowerPoints, substantive postings by the professor on the video discussion boards, and the Supplemental Information posted on the website. Except insofar as material covered in Parts 1, 2 or 3 is a basis for something covered in Part 4, the Final Exam will not concern anything from Parts 1, 2 or 3.

PRACTICE QUESTIONS AND ANSWERS, WITH EXPLANATIONS

The book containing practice questions and answers, the Choice Question Guide, is designed to test your knowledge of the materials covered in lecture and the books. It is divided into 21 parts in the same order as the LSB text (see STRUCTURE OF THE COURSE, above). This practice book is also helpful in giving you examples of the same sort of questions that may be on the exams. Therefore, reviewing the practice questions and answers (250 or 300 for each exam) is a great study aid for the exams.

EXAMS

There are four exams: exam #1, exam #2, exam #3, and the final exam. None of the exams are cumulative. Each exam only covers material from the Parts in its part of the course. Except for online students, exams are given in Gainesville on the University of Florida campus. Room assignments for Gainesville students, based on last names, will be posted on the website. Room assignments for online students are provided by the students' online program. Please be at your room on time.

Exams consist of True/False questions (1 point each) & Multiple Choice questions (2.5 points each). 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 came to slightly above 100.

Students must take the exams during the scheduled exam times in their assigned testing rooms to receive credit. Only for exceptional reasons will exam make-ups 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.

Exams are LIMITED open-book exams. The ONLY items allowed to be used during the exam are the current editions of the LSB textbook, the Barron's textbook, the Choice Question Guide book, a printout of the Supplemental Information set for that section of the course (see page 1, above), a non-electronic English dictionary, and a non-electronic foreign language dictionary. No other papers/texts are allowed, such as separate notes. No commercial notes, commercial indexes, or loose paper are allowed to be used during the exam. You can hand-write your notes into the materials that you are allowed to bring to the exams.

You may tab your textbooks and Supplemental Information sets, and thereby bring your tabbed textbooks/Supplemental Information printout to the exams. However, you may only use tabs that are smaller than 1 inch by 1 inch square. All tabs must be created by you and only have material on them that is originally produced by you. Everything written or typed on a tab must be for the purpose of identifying and marking a page, and for no other reason. You may not write or type notes on any tabs. No materials (e.g., additional paper), except for tabs, may be added to any textbook or to the printout of a Supplemental Information set.

NO BACKPACKS, LARGE PURSES, CONTAINERS, POUCHES, BAGS, ETC. ARE ALLOWED IN THE TESTING ROOMS. THE ONLY ITEMS allowed into the testing rooms are the books/information printout mentioned above and #2 pencils/erasers. ANY other items are PROHIBITED. Students who bring other items (e.g., backpacks) will be required to leave those items at the front of the test room, by the proctors. No make-ups will be offered to students violating these rules. Contact the TAs by e-mail well ahead of time with any problems.

University of Florida academic guidelines (e.g., the honor code) apply at all times. Any student who uses anything during the exam other than the permitted texts will be dealt with in accordance with UF's academic guidelines. Also, any student who brings prohibited items into the testing rooms will be dealt with in accordance with UF's academic guidelines. Any student violating these exam rules will not receive credit for the exam and may be subject to other penalties, also. Proctors may examine students' textbooks before and during the exam.

REVIEW SESSIONS

A comprehensive, free exam review session – conducted by the Professor and summarized in writing - will be held before each exam. Room locations will be announced on the website. Students may email questions before the review session as well as ask questions at the session itself.

LECTURE NOTES

No outside notes can substitute for your own diligent efforts in the Course. However, as a service to students, we post on the website detailed, edited notes covering the lectures. They are a good means of checking the quality of, and perhaps supplementing, your notes.

A TERM PAPER OPTION *(for 15% of Your Grade - substituting for your lowest exam score)*

There is a term paper alternative, which could substitute for your lowest exam score. Choosing to do a term paper is entirely optional. To be eligible, a student must first submit an outline by Tuesday, Feb. 3. 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 may write to a student who submitted an outline with advice on how to approach his/her paper and/or with a request that he revise his/her outline.

To help give you some focus on what you could write about, the paper is to be limited in this way: It must arise from, relate to, delve deeper into, or otherwise concern a real case or actual example discussed in the LSB text, in the Barron's book, or in one or more of the posted webvideos. 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.

The completed paper should be about 2,400 to 3,000 words, not counting the citations. The paper, assuming that you have completed an outline on time (on or before February 3rd) is due by Friday, April 3, at 9 pm. (I will grade in the order received those papers actually turned in at least one week early; those grades should be back to students the soonest, certainly well before the final examination takes place).

Turning It In

The outline and the paper must be submitted electronically via the Internet. Detailed submission instructions will be provided long before the due date. 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@cba.ufl.edu - but that would only be to show you had completed the work as of that time. You still will need to follow up with an Internet submission.)

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 very good job, and I will give out many/most grades in the mid-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.

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.

Unless only a very few students sign up to write a term paper, there will be no extension of the February 3rd date for turning in an outline and reserving a spot. The reason may be obvious to you. There simply is no way for me to grade, at least carefully, hundreds of term papers.

GRADES

Your best exam score is worth 35% of your final grade, the middle two exam scores each are worth 25% of your final grade (50% altogether), and your worst score is worth just 15% of your final grade.

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

A	90 and above	C+	75 to 74.999	D	60 to 64.999
B+	85 to 89.999	C	70 to 74.999	E	59.999 & below
B	80 to 84.999	D+	65 to 69.999		

Some Discussion of Calculating and Strategizing on the Final Grade, Using an Example

Here is an example of how a final grade would be derived:

Student X gets a 90, an 80, a 75, and a 70 on his exams. His total points would be 90 times 0.35 (31.5 points), plus 80 times 0.25 (20 points), plus 75 times 0.25 (18.75 points), and 70 times 0.15 (10.5 points). His point total would be 80.75, for a B.

In this case, a term paper probably would not help Student X (he'd have to get almost a 100 on the paper) because his lowest score is not really bad and his point total, for all four exams, places him at the low range of a particular final grade. A better score from a term paper may, of course, help if it is a much higher score than the student's low exam score and/or if the test scores, based on the 35%-25%-25%-15% scale, put the student close to a higher final grade. (E.g., Student X gets a 90, two 85s, and a 70 on her exams – her point total would be 84.5%; so if she had arranged to write a paper, and then received at least, say, a 74 on the paper, she would bring her overall percentage to over 85% (a final grade of B+, not a B).

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.

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 completion of the total learning experiences in 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. Recognize fundamental issues of international and comparative law.
5. Explain how courts function.
6. Recognize the formation, dissolution, and contractual or tort liability of agency relationships.
7. Identify the major forms of business organization and the advantages and disadvantages of each.
8. Know the process for forming corporations and some essential corporate law concepts.
9. Distinguish the roles of shareholders, directors, and officers.
10. Understand legal and ethical considerations in corporate governance.
11. Be able to identify, analyze and evaluate the elements of a contract
12. Know what to look for involving contract issues, such as what binds and discharges the parties to a contract.
13. Know the essential concepts of intellectual property.
14. Evaluate the roles and activities of lawyers and judges.
15. Explain how lawsuits proceed; prepare a plan to bring or respond to a lawsuit.
16. Recognize some basic constitutional doctrines, especially due process and free speech issues.
17. Recognize the main issues/principles associated with employment discrimination claims and related issues.

18. Understand fundamental elements of criminal law and torts, including defenses.
19. 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.

ABOUT YOUR PROFESSOR

Robert Emerson is the Huber Hurst Professor of Business Law and the Chairman of the Management and Legal Studies Department at the University of Florida, where he has taught since 1988. Born February 13, 1957, in Washington, D.C., he grew up in the Maryland suburbs of D.C. He earned his B.A., in three years, from the University of the South (Sewanee, Tennessee), graduating Phi Beta Kappa and Summa Cum Laude. He graduated from Harvard Law School, with a J.D., in 1982. For the next six years, Prof. Emerson practiced law in Baltimore, mainly in litigation, but spending nearly four of those years with a smaller firm where he also got a variety of work in corporate, contracting, intellectual property, and many other matters.

While a part-time business law instructor at Johns Hopkins University and Harford Community College, 1983-88, Emerson caught "the teaching bug" and, in March 1988, landed a job at UF. Prof. Emerson is the author of many law review articles. He has received 11 UF Teacher of the Year awards and 6 American Business Law Ass'n and Academy of Legal Studies in Business (ALSB) best article awards. Emerson was the ALSB Research Symposium Director from 1993 to 2000 and is the Past President of the Southeastern ALSB.

Your professor is the sole North American member of the Conseil Scientifique for the Union Internationale des Huissiers de Justice (inducted as an inaugural member in 2008), and he has served on numerous legal associations and panels. Invited as a visiting law prof at numerous universities (e.g., ESC-Rouen (France), MBAII-Paris (France), Catania University (Italy), Dublin Inst. of Technology (Ireland), Cornell, Indiana, Michigan, and Texas), he has also worked as an arbitrator, law review advisor/editor, textbook reviewer, and franchise law consultant, including expert testimony before Congress.

Prof. Emerson likes, among other things, drama, baseball, and history. He has appeared in several local drama and dance productions.