Professor Virginia Maurer  
BUL 5811 Managers and the Legal Environment of Business (2 credits)  
March 8, 2009 to June 12, 2009  
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352-376-2867 (H)  

Course Syllabus  

1. The Instructor. Virginia Maurer is Hurst Professor of Business Law and  
Legal Studies and former head of the Department of Management and Legal  
Studies (1994-2003). Northwestern University (B.A.); Stanford University (M.A.,  
J.D.); former editor in chief of the American Business Law Journal; Immediate  
Past President of the Academy of Legal Studies in Business; visiting professor at  
The University of Michigan, SDA Bocconi University in Milan, the Helsinki School  
of Economics in Finland, Vanderbilt University; visiting member of the law faculty  
at the University of Cambridge (Wolfson College); involved with many college,  
university, professional, and civic boards and committees; likes to read and write  
and travel.  

2. How to reach me. E-mail is the best way to contact me quickly. If I do not  
answer the office phone, call my home; if you do not reach me at home, leave a  
message on the answering machine. I will get back to you.  

3. Course Materials. You should have the following course materials:  
   
   • C. Bagley and Craig Dauchy, The Entrepreneur's Guide to Business  
   • Other materials distributed in class or identified on the internet.  

4. Course Description. Study of the legal issues in starting and growing a  
company; strategies for ensuring compliance with law; use of law and the  
legal system to increase predictability, maximize value, marshal  
resources, and manage risk in an entrepreneurial enterprise.  

5. What to Expect. This course will teach you what an entrepreneur most  
needs to know about law. Since law permeates every act of an  
entrepreneur (whether she knows it or not), there is an enormous breadth  
of legal subject matter. To keep a clear focus to the content, we will build  
the course around a continuing hypothetical that takes us from the  
decision to leave an employer to the IPO of a new public company. The  
course will involve readings, class lectures, class discussion, speakers,  
quizzes, and projects.  

   a. The take-home quizzes. A quiz will be posted on line after the March  
      28 class. It will be due start of class April 5, 2008. It will comprise 20%
of your grade for the course. The second quiz will be posted after the April 6 class. It will be due at the beginning of class scheduled on May 3, 2008. It will comprise 40% of your grade for the course. The quizzes will review both the assigned reading and the material covered in the classroom. Some questions will take you more deeply into the issues and require you to find additional sources on the web. You should expect to spend several hours on each of these quizzes; however, there are no other deliverables such as papers, group presentations, group projects, in class exams, and so forth, in the class, and most students find the quizzes both interesting and challenging.

The purpose of the quizzes is to assure learning and to assure that everyone comes to closure on the materials. Thus it is an individual assignment. You may consult any course materials or course notes that you have created yourself but you may not consult your classmates, lawyer friends, spouse or any other person. You may find information through the web, in books, journals, and magazines, you may not actually communicate with anyone about the quizzes.

Be extremely careful that everything you submit is your own personally created work. In addition, quoted materials should be kept to an absolute minimum; no more than 5-10% of your answer should consist of quotations from other sources. In fact, if your answer to a question is composed of cut and paste quotations, you will receive a zero for the question. You may, however, summarize other sources and attribute the ideas appropriately.

b. Final Exam (40%). The final exam will be given during the last class period of the course.

c. Class Contribution. Class Contribution (+/- extra points). In a law class, every person’s contribution to the class is an important part of every classmate’s experience. I mean to encourage you to attend fully to the classroom experience and to speak up and practice the communication skills that are critical to effective management. An outstanding contributor is always prepared, builds on others’ comments, and makes insightful, relevant contributions. I will reward outstanding classroom contribution by adding up to 10 extra points to the participants final grade. I will deduct up to 10 points from the final grade of students whose participation is non-existent, scarce, or not productive to advancing the learning goals of the class. That said, academic freedom to question, challenge, and clarify reigns.

Use of Laptops. Experience has taught me (and lots of other professors) that students who use their laptops and other electronic devices during class to multitask, e-mail, day trade, work on projects and so forth get less out of
the course, are more dissatisfied with it, and perform less well than students who devote their full attention to the classroom experience. Moreover, the note-taking process itself, whether on a laptop or on paper, is of mixed value – it can document information and reinforce learning, but it can also become a self-absorbing exercise.

I have a “lids down” policy. Please do not use your laptops or other internet or electronic devices during class, unless I specifically ask you to do so (which I will).

To maximize the benefit of the class to all, I ask of you the following:

- Attend all classes unless you have a very good reason. If possible, email me in advance about needing to miss a class. You simply cannot miss class and gain the benefit of the learning experience. If your absences are excessive or unexcused, you will fail the course. Treat the class like you would treat a meeting with an important business appointment.
- Come to class well-prepared. At the very least you should have done all of the reading at least once.
- Attend fully to the classroom experience, even if the particular topic does not interest you naturally.
- Do not try to multi-task.
- Turn off all electronic communications devices before class.
- Keep laptop lids down unless we are using them on a class assignment.
- Employ the listening and communication skills that are critical to effective management.
- Speak up when there is something you do not understand and would like to have explained a different way!
- Disagree with the instructor or with one another if it is something that matters to you. Disagreement and dialogue about disagreement lead to clarification and better learning and understanding for all.
- Respect the dignity, perspectives, and opinions of others even when you do not see things that way at all. You owe that to your colleagues and instructor, but the class is also more interesting and involving when an ethic of respect allows us to dig more deeply into ideas and sort them out.
- When you speak in class, try to be an effective participant – be prepared, do not talk about material you have not read, build on others’ comments, and state strongly held views in a diplomatic manner.

b. **Plagiarism.** If you commit plagiarism on a quiz, you will have the choice of failing the course or adjudicating your case before the UF judiciary system. Just do not do it, and if you have any question about whether the use of a source constitutes plagiarism, contact the
instructor immediately for advice. In short, you will be dealt with harshly if you plagiarize. An unethical and dishonest entrepreneur will not attract funding and support and if you are willing to cheat you may as well forget getting others to trust you!

7. Reading Assignments and Due Dates. At the time of the writing of this I did not have a copy of the new edition of the book. A precise assignment will be distributed at the beginning of the class.

Class #1 March 8, 2009 INTRODUCTION AND GETTING STARTED (12:15 to 3:15 p.m)

My goal for this first class session will be to provide a jump-start overview of what we will accomplish in this short course. The class will be primarily lecture to get us started.

Class #2 March 28, 2009 (8:00 to 11:00 p.m.)

The goals for this class:

• Explore the legal complications of leaving an employer
• Introduce the law of business organizations
• Solidify your understanding of where law comes from, what the structure of the legal system looks like and how it works, and to lay down critical vocabulary for communicating about the law.
• Use the issue of non-compete clauses to understand the interrelationship of common law and statutory law.
• Explore the manager’s use of attorneys.

Assignment: Bagley and Dauchy, Chapters 1-6

Class #3 March 29, 2009 (1:30 to 6:30 a.m.)

The goals for this class

• Understand the alternative legal forms of business organization. Understand the legal capital structure of a corporation

Assignment: Bagley and Dauchy, Chapters 1-6

Class #4 May 2, 2009 (8:00 to 12:00 p.m.)

The goals for this class:
- Understand the restrictions on issuing debt and equity as financing tools
- Understand the nature and uses of contract and commercial law

**Assignment:** Bagley and Dauchy, Chapters 7, 8, and 9

**Class #5 Sunday, May 3, 2009 (2:30 to 6:30 p.m.)**

- Explore the major tort liability considerations of an entrepreneur
- Understand the implications of creditors' rights on a business organization
- Understand the implications of the "worst case scenario" -- bankruptcy -- on the business organization and its creditors
- Understand the governance structure of a corporation and the crucial role of managers and directors
- Exploring legal aspects of venture capital

**Assignment:** Bagley and Dauchy, Chapters 11, 12, and 13

**Class #6 Friday, May 12, 2009 (3:30 – 5:30 p.m.)**

**Final Exam**