University of Missouri-St. Louis  
School of Business Administration  
Course Syllabus

BA 2900  
Legal Environment of Business  
Fall 2015 (Hybrid)

Professor Bailey  
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Prerequisites: Sophomore Standing


1.) In this program all students enrolled in the course will automatically be provided access to your digital resources through your MyGateway course shell. All students will be billed via your student charge account for digital access to Connect Plus after UMSL’s designated 100% refund add/drop date. This process will help to ensure students who drop the course within this time frame are not charged for resources you’re not going to end up utilizing for the full semester.

2.) Digital Resources = Connect Plus (required): Connect Plus is required for access to the online homework, eBook, guided examples, Learnsmart, interactive presentations. You can immediately access Connect Plus through your “MyGateway” course shell. A short one time registration is required.

3.) A print textbook option to accompany the digital resources/Connect Plus will be made available in The Triton Store at an additional low cost.

Library Reserve Materials (check by Professor Name @T.J. Library) mygateway.umsl.edu. Students need to regularly check the course MyGateway site for announcements, assignments, grades and course materials. A working knowledge of this site as well as Microsoft Office: Word, Excel and PowerPoint will be necessary for successful completion of the Course.
Course Objectives:  

**BUS AD 2900 Legal Environment Of Business: 3 semester hours**

Prerequisites: Sophomore Standing. An introduction to the nature and meaning of law, sources of law, legal process and institutions. The legal environment of business is defined as: the attitude of the government toward business, the historical development of this attitude; current trends of public control in taxation, regulation of commerce and competition; freedom of contract, antitrust legislation and its relationship to marketing, mergers and acquisitions; and labor management relations.

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**Class Policies**

**Grading**

1. Class Participation  
2. Online Textbook Assignments  
3. Research Projects and Presentations  
   a. Franchise Opportunity Analysis (digital)  
   b. Franchise Opportunity Presentation (oral)  
   c. Case Presentation (online video recording)  
4. Discussion Board (a and b)  
   a. Wall Street Journal  
   b. Legal Research Project (LRP)  
5. Early Semester Test (online)  
6. Definition and Usage (Midterm) (MSWord digital)  
7. Final Examination (Securing the Franchise) (oral)

**TOTAL** 1000

**Letter Grades**  
I grade on a curve only when assessing the final letter grade. I utilize A, A-, B+, B, B-, C+, C, C-, D, F. It is my general experience that 94% or higher =A; > 90% = A- ; > 87% = B+; >83% = B and so forth. Grades by letter designation tend to cluster when I plot them, (that is, there is a palpable separation between the students in each group) but these numbers have been very close to the ultimate barriers in >96% of the semesters in which I have taught. Do your work well throughout the semester and you should get a good grade.

**Group Project Grading**  
I grade group work by individual effort. It has been my experience that some individuals like group projects because another student will do the majority of the work for them. I hope to help you understand that businesses use group work because many heads are better than one. In the modern, digital age, it is a simple matter to monitor effort...
without other group workers having to report on a lack of effort by their colleagues. Utilize a group project as a means of self-evaluation against your peers; whom would you retain on the team, and why? Work together to produce solid results, and everyone should receive sound grades.

**Learning Philosophy** I am a deep believer in the Multiple Intelligences theory of learning (if you do not know what this is, you might search Memetics in your favorite search engine and see if there are any surveys you can take that will help you grow in understanding your areas of strength and of future growth) as well as active learning modules. You will find that I connect written and verbal communication of knowledge and understanding with mastery of thought, material and processes. My students and I learn by doing: we are not afraid to be ignorant or wrong; we are seeking self-improvement through trial and reflection. I will attempt to build modules that permit your various learning styles to emerge, engage and evolve. You may need patience with me, with others and with your self-expectations. You may well find that what you at first thought a brilliant solution, and perhaps even the only solution, is on reflection a solution that needs deeper consideration, trial and revision due to matters you may not have foreseen. Much of the law requires forethought. If I do X, will that always result in Y, or is it reasonable to assume and forecast Y_a, Y_b, Y_c * * * Y_n in cost-benefit or other analytic metrics? Cookie cutter solutions rarely work well in the human and global environment; expect to challenge yourself as a lifelong learner. Be open to the views of those around you, and try to respect their perspective as valuable to your greater understanding of the world we explore together.

**Class Schedule** A weekly schedule is appended at the end of the syllabus.

**Time Commitment** A face-to-face class would meet for 150 minutes per week, and the students would be expected to commit three to five times that amount of work per week on average each and every week of the semester. I give a broader range as some students will struggle with some components of a course, such as reading the textbook, while finding other components fairly simple and not very time consuming, perhaps writing is a skill of theirs and the Discussion Boards become a place where they excel. This class will cut classroom meeting time in half and utilize a continuous group project to help students explore entrepreneurial and business organization issues in a franchising frame. Students will participate in three presentations: two as members of your franchise group and one individually where you "teach" a case decision to your classmates. The latter is likely to be digitally submitted through Kaltura Media in a Discussion Board, but the franchise presentations will be made live during class meetings and will involve submission of a group analysis of the franchising process which
will double as a marketing tool to attract the attention of the franchisor. Our Final Exam will be a marketing pitch to the franchisor: the group will present its case to fellow students who will be acting as the interviewing committee for the franchisor [Caveat, sections with less than ten students will present their case to the professor as the interviewing committee].

**Participation:** In my face-to-face class, I take attendance at every class meeting and award students three points for each class where they attend, participate and pay attention. This totals forty-five points, and I will review online activity weekly for an additional forty-five points to yield a total of ninety points. I then award ten discretionary points based upon their overall record, for a total of one hundred points. If you are a regular participant and rarely if ever are late or pushing the envelope on deadlines, you can expect all forty-five online points. If your work is sometimes late or you are not engaged with your group as deeply as your fellows, you may expect to receive less than full points. I will give a participation grade at or near the midterm period to give you some indication what your effort seems like to me. You are free to inquire of me what you can do to improve your score, but generally those who work on the site three to four times a week, a bit here, a bit there, will get higher scores than those who put it all off till right before the deadline.

**Late Work.** Assignments are due on specific dates as set forth in the schedule, but that schedule is subject to modification. If the schedule is modified, the assignment is due upon the modified date. Late work will not be accepted as performed work unless a prior agreement has been reached (you must notify me in advance of your delay, and I must approve your dilation). It will not be graded by the instructor unless prior agreement has been reached. **Work will not be accepted after 12:01 pm, 1201 Hours, December 08, 2015, unless arrangements are made prior to that date. Lack of planning on your part does not constitute an emergency on my part.**

**Rewrites** I am trying to help you grow in your abilities, and I have had past experiences where students “thought out loud” with the apparent expectation that their teacher would sift through the idea dump to find the few kernels of wisdom for the student to pursue in the next effort. I prefer to see that you have done the work it takes to make your submissions presentable and representative of your best reasonable effort at that time. I can help you improve your best effort, and I will do so with cogent commentary on strengths and areas for improvement. Some of the work we will do with focus on getting a strong rough draft together, but there will be at least one project for which you will be responsible on your own to bring to what you deem to be a highly polished state. On that or those project[s] the rule is simple: **I do not grant rewrites.** Get it right the first time.

**Work Submission** All digitally submitted work must be typed and double-spaced with
Discussion Board posts need not be double spaced. The Definitions and Usage project must be submitted in MSWord (.doc or .docx or an .rtf file extension), and my grading is best performed in that platform. Assignments requiring the use of a spreadsheet must be submitted in Excel. **All** compositions will be evaluated for grammar, diction, style, neatness, punctuation and organization. Your work should reflect serious thought upon the project befitting a course designed for late sophomore/early junior classes. The writing lab, on the 4th floor of the SSB, may be able to assist you, but they cannot proofread nor write your papers. You may want to find a classmate, friend or acquaintance to go over all of your work prior to submission.

**Academic Honesty**

UMSL and the University of Missouri have an Academic Code which will be upheld at all times. This can be found in the Student Conduct Code. Plagiarism is one violation for which I am keenly on the lookout. Plagiarism is the use of another person’s words or ideas without crediting that person. Plagiarism and cheating will not be tolerated and may lead to failure on an assignment, in the class, and dismissal from the University. I have encountered plagiarism in past classes, and I have taken cases before the Dean. As of this writing, **all** cases I have submitted wherein I have alleged violations of the Academic Code have been affirmed by the Dean and her staff with one exception. It is not in your best interests to meet Administrators under a referral by an instructor for Academic Dishonesty in the instructor’s class. The Student Conduct Code requires civility and decency throughout your enrollment: I will not detail every facet of that Code that I intend to enforce; suffice it to say that if your conduct violates the Code, enforcement of the Code will be performed by me or persons in authority as needed to help you grow.

**Access, Disability, Communication:**

- Students requiring special accommodations should meet with me during office hours so that we can discuss how to meet your needs this semester. Prior to our meeting be sure you have met with someone in Disability Access Services (MSC 144). I am not in the position to judge or assess the nature and extent of claimed disabilities; I rely upon the Access Services office to advise me what I must do to meet your needs. In my experience, my courses meet most needs without any need for alterations of the core material, but that does not mean that you should not advise me of the access requirements I need to meet. Please speedily advise me of any conflict you have with my requirements for the class and the access requirements granted you by the University so that we may address them in a timely fashion.

- If you have difficulty communicating in English with the instructor of this course, contact Dean Thomas Eysell, Area Coordinator in Finance and Law and Dean of the Graduate School of Business.
General Comments: a/k/a How to Succeed:

It is in your best interest to discuss with the instructor any problems that you are having or that you foresee prior to the date of crisis. There are a number of helping agencies at the University, and I may be able to steer you to the one that will best help you. I want you to enjoy your time in my classroom, and to feel welcome at all times to discuss your academic experience. I will be available via Blackboard IM most Monday and Wednesday evenings (1900 to 2030 hours throughout the semester). Together we can fashion a rewarding learning experience, but this must be a cooperative endeavor between all of us. One of my favorite administrative assistants had a little sign on her desk: "Lack of planning on your part does not constitute an emergency on my part." Thus, do not expect me to jump through hoops if you have not helped yourself. This course requires your continued diligence and effort throughout the semester. That is, steady, reliable work will be rewarded, while steady procrastinators will generally fall so far behind that successful completion of the course becomes a deep challenge for them. I will do my best to post Grades on the MyGateway system as soon as I can. You should check this throughout the semester to assure that you have received the points to which you are entitled. I attempt to post Class Participation grades at the half way point so that students have some idea how they are doing, so be sure to track these carefully as I may be able to explain to you why you are not receiving full points that you may accordingly modify your actions. I do not give extra credit assignments. There is enough work in the semester for you to get the grade you deserve. It is incumbent upon you to do all of the work in a timely fashion. This is rather like a tortoise walk. It is a safe assumption that the work assigned by college professors is designed to improve student performance in work and in life.

The race is not to the swift, but to the sure and steady. It is important to do all the work at a high level as there are multiple opportunities for you to ensure success to yourself. The course work is also designed to benefit the various learning styles of individuals so that one skill set is not unduly emphasized beyond all others. Communication of knowledge and reasoning ability is at the core of all assignments. Do not assume that you do not have to display subject matter knowledge since the writer of this syllabus knows all the material; the essential test of your understanding is your display of knowledge of the subject coupled with the analytic and reasoning skills to be able to apply that knowledge to meaningful and reasoned solutions. Be cautioned that what at first blush seems an excellent solution will not always prove so when more deeply analyzed for logical consequences of implementation of the solution. Attempting to identify all stakeholders together with their positions (whether logical, reasoned or unreasoned) and analyzing the matter in a balanced fashion will tend to produce the most "workable" solutions.
Grading

1. Class Participation  
   Online Textbook Assignments  
   Research Projects and Presentations  
   a. Franchise Opportunity Analysis (digital)  
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   c. Case Presentation (online video recording)  
   Discussion Board (a and b)  
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   Final Examination (Securing the Franchise) (oral)  

TOTAL 1000

Tentative Classroom Schedule

Classroom discussion generally will follow the order of textbook chapters. Below is a tentative schedule showing when each topic will be discussed. Deviations from this schedule will be announced in class. You should note that deadlines for components of various projects are also detailed here. These are here to help you keep up with the work. We have three projects that are semester long and are best handled in small, serial pieces. Some projects will have progress grades given, and those grades will be assessed based on how closely you adhere to this schedule. Unless otherwise noted in the assignment space on Blackboard or in class, all work for each week is due not later than 2355 hours on the Sunday ending that week. For instance, Week 1 commences on 24 August, so all work must be finished not later than 30 August at 2355 hours.

Week 1:

Chapter 1: Legal Foundations
Appendix A: The Constitution of the United States
Franchising Opportunity (hereafter, FO): Group Formation in class; Icebreaker Assignment in DB (Organization Types Exploration: Research & Post)
LRP: Assignment of Cases, Posting Hypothetical to DB

Week 2:

Chapter 5: Business, Societal and Ethical Contexts of Law
FO: Property Footprint; Environmental Sustainability
LRP: Post Issues Identified to Professor Hypotheticals
Case Presentations: Case Assignment/Enrollment/Explanation
Classroom Activity: Explain Legal Research and Definition & Usage assignment
Week 3:
Chapter 2: *Business and the Constitution* [36]
FO: City, County, State, Federal, Global
LRP: Research material related to the issue identified; Modify hypotheticals as needed to fully state facts
WSJ: Begins, Section A; Each week a new section
Case Presentations: Case Brief Due (EIRAC) Wednesday; Peer Review Sunday

Week 4:
Chapter 3: *The American Judicial System, Jurisdiction and Venue* [64]
FO: Dispute Resolution: Where and When (e.g. Torts and Contracts)
WSJ: Section B
LRP: Each Group to State final agreed facts of two Hypotheticals; one member to E-mail instructor with full text of hypotheticals

Week 5:
Chapter 4: *Resolving Disputes: Litigation and Alternative Dispute Resolution Options* [94]
Class Discussion: WIKI or Midterm Exam; vote
FOA: Contracted Control of Dispute Resolution Process
Case Presentation: Rough Draft Presentation Slides due W; Peer Review Su
FO: Parties to the Litigation: Franchisor, Franchisee, Subcontractors
WSJ: Section C
LRP: Issue Review and Expansion through Research

Exam I Open Book, Open Note, taken Online during agreed period over the weekend

Week 6:
Chapter 6: *Overview and Language of Contracts* [150]
Chapter 7: *Contract Formation* [166]
FO: Written, Verbal or Purchase Order?
FOA: Who has power to bind the franchisee? Manager, Individuals, Committee? Is Franchisor a Shield or a Sword?
WSJ: Section D
Definition and Usage: Submission of Two Words (Feedback to be provided within two weeks)

Week 7:
Chapter 8: *Contract Performance: Conditions, Breach and Remedies* [185]
FO: Limitations of Remedies for Patrons, Franchisor, Franchisee
FOA: What will this Franchisee promise the Franchisor? Make your marketing pitch; convince the franchisor that yours is the choice organization for this location. Promises, promises.
WSJ: Letters, Opinions and Book Review
LRP: Post Substantive Research with initial Analysis
Case Presentation: Will commence in two weeks. Are you on track?

Week 8:
Chapter 9: *Contracts for Sale of Goods* [230]
LRP: Rough Draft of Final Opinion: EIRA
Case Presentations: If you are ready, post them for grading
FO: Suppliers: Franchisor Controlled; Franchisee Relationship

FOA: The Franchisee wants to judge your business savvy and requests that you complete an analytic process with final report on an assigned topic

Withdrawal: If you are not keeping up with the work, the withdrawal deadline is near.

Week 9: Chapter 10: Torts and Products Liability
Chapter 23: Criminal Law and Procedure in Business
FOA: Assemble a list, with cogent examples, of all of the potential civil tort liabilities of a hotelier
FO: White Collar Criminal Activity
Case Presentations: Commence Presentations
LRP: Review the Postings of your fellow group members, offer Critical Friend advice for improvement; take a hard look at your own work and see if you can spot any holes or weaknesses, then fix them.

Definition and Usage: Final Submission of all Five Words

Week 10: Chapter 11: Agency
Chapter 12: Employment Relationships and Labor Law
FOA: Using your tort liability list, determine if employee acts or omissions to act could severally subject the Franchisor and Franchisee entity to such liability; discuss at least three management strategies that might lessen this liability risk
FO: Closed Shop or Open Shop?
Case Presentations: Conclude Case Presentations
LRP: Discussion of Group Consensus, need for further Research, Finalization of Hypothetical Fact sets; Propose Solutions; Outline Final Opinion with Full EIRAC

Week 11: Chapter 13: Employment Discrimination
Case Presentations: Conclude Case Presentation Grading
FOA: Draft an employment practices policy for the franchisee
FO: Locate, copy, cite and discuss compliance with the Missouri legislation on employment discrimination

Week 12: Chapter 14: Choice of Business Entity, Sole Proprietorships and Partnerships
Chapter 15: Limited Liability Companies and ... Partnerships
FOA: LLP or LLC?
FO: Begin work on the Oral Presentation

Week 13: Chapter 16: Corporations
Chapter 17: Regulation of Securities, Corporate Governance, and Financial Markets
Chapter 20: Antitrust and Regulation of Competition
FOA: Why not a classic "C Corp" structure?
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FO:  Continue work on the Oral Presentation

Week 14:  
Chapter 18:  Administrative Law  [508]
Chapter 19:  Environmental Law  [536]
Chapter 21:  Creditor's Rights and Bankruptcy  [580]
FOA:  What Agencies will regulate your business?
FO:  Begin Presentations

Week 15:  
Chapter 24:  Personal Property, Real Property, and Land Use Law  [656]
Chapter 25:  Intellectual Property  [680]
Chapter 26:  International Law and Global Commerce  [710]

FO:  Conclude Presentations

Final Exam:  (as given in college schedule)  FOA Presentation before classmates in sections greater than ten students. The presentation will involve a sales pitch of your organization to the franchisor of your choice together with your representative group's oral discussion and resolution of two of ten dilemmae, half of which dilemmae will be given to participants prior to the final exam. You will be given one dilemma that was previously disclosed and one that you will encounter live. (This can be altered by class discussion and vote with the professor reserving the right to require performance metrics pertinent to successful course completion.)
A Brief Resume

Steven G. Bailey, J.D., CFP®

Education:

Student Bar Association, President, Vice-President, Class Representative, Dean’s List 1981, 1982, 1983.  

*Ars Baccalaurea*, University of Illinois, Champaign, Illinois, 1980. James Scholar. NROTC.  
Cast member, T.S. Eliot’s *The Wasteland*. (English Literature, with a combined minor in Mathematics and Psychology)

Secondary Education Teaching Certification (Mathematics), University of Missouri - St. Louis, 2003

CFP® Certificant Training, College for Financial Planning, Denver, Colorado, 1997 (the education courses then required to be eligible to sit for the CRP® certification exam)

Legal Experience:

Seven Years with an Insurance Defense firm in Belleville, Illinois as an Associate.  
Four Years with a Plaintiff’s FELA firm in Granite City, Illinois, three years as a Partner.

Two Years Of Counsel to an insurance defense firm in St. Louis, Missouri.

Four Years as a Panel Attorney for the Illinois Appellate Defender’s Capital Litigation Division.

Took 13 Jury Trials to verdict and lead or participated in approximately 1500 Depositions: 1,000 of lay witnesses, the balance experts, about 80% Health Care.

Financial Planning Experience:

As my legal career was ending with the pardons issued by Governor Ryan for those persons on Death Row in Illinois, I took the course work necessary to become a Certified Financial Planner designate (i.e., I am able to use the CFP trademark on approved correspondence), and I attempted to become a financial planner. Square peg, round hole, but it led to teaching.
Teaching Experience:

University of Missouri - St. Louis: In the fall of 2001 I began teaching BA 3562 (Life Insurance and Employee Benefits). I taught again in the fall of 2002, same subject, at the same time that I was pursuing my Secondary Education – Mathematics certification at UMSL. After my semester of student teaching, I saw that the University was the place for me, and I have since taught BA 3563 (Retirement Planning); BA 3561 (Risk Management and Principles of Insurance); HC 3090 (Behavioral Issues in Investing); BA 5100 (Managerial Communications); HC 2090 (Legal Environment of Business); BA 5900 (Business, Law and Ethics) and BA 2900 (Legal Environment of Business).

St. Louis Community College, Meramec Campus: Fall 2011 to Present: BLW 101 Business Law; BLW 201 Legal Environment of Business; STR 050 Smart Start for College Success.