



**SAM HOUSTON STATE UNIVERSITY
COLLEGE OF BUSINESS ADMINISTRATION
DEPARTMENT OF GENERAL BUSINESS AND FINANCE
COURSE SYLLABUS
BUAD 2301 - BUSINESS LEGAL ENVIRONMENT**

THIS COURSE covers legal environment from a “preventive law”, practical perspective. Specific subjects include: Litigation, Alternative Dispute Resolution, Torts, Business Organizations, Real and Personal Property Law including Asset Protection- Estate Planning, and Administrative Law. The course provides an introduction to Environmental Law, Consumer Law, Securities Law, Human Resources Management Law (Labor Law), and Marketing Law (Anti-Trust). Credit 3.

Fall 2017

BUAD 2301.06 MoWe 12:30 - 1:50 PM SHB 128

PREREQUISITES:

None

INSTRUCTOR:

Robert (Chip) Matthews, J.D./Attorney at Law, M.Acctg./C.P.A.

OFFICE:

SHB 200-F

PHONE:

Office: 936-294-4632

Cell: 713-828-8803 (emergencies only)

EMAIL:

SHSU: rbm003@shsu.edu

Alternate: rcmatt13@yahoo.com

HOURS:

Office: 12:30 PM-3:00 PM MoTuWeTh, or by appointment

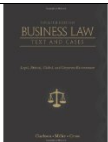
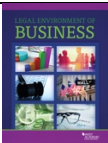
Classes: 11 AM-12:30 PM MoWe, 8:00 AM-12:30 PM TuTh

COMMUNICATION WITH THE PROFESSOR:

The most efficient and convenient means to ask questions or schedule an appointment is via email to SHSU address. However, I also check my voicemail and if you call, I will call you back as soon as possible. Please just remember to leave me your return phone number.


I will communicate with you in class, via email, and via BlackBoard. You are responsible for knowing any and all information disseminated by any of those methods. Any information emailed to you or posted on BlackBoard will be considered as delivered as of the time that it is emailed or posted.

REQUIRED TEXTS

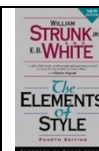
Clarkson/Miller/Cross (2012), <i>West's Business Law</i> , 12th Edition, Southwestern/Cengage, (either complete hardback version or split softback version). Hardback: ISBN 13-978-0-538-47082-7, ISBN 10 0-538-47082-8 --OR--	
West Academic Publishing (2017), <i>The Legal Environment of Business</i> (1st Edition), St. Paul, MN, USA: LEG, Inc. d/b/a West Academic Print ISBN: 9781683286431, 168328643X eText ISBN: 9781683286929, 1683286928	

SUPPLEMENTAL READING

These are recommended, but not required.

Jones and Ferrill (2006), <i>The Seven Layers of Integrity</i> , Bloomington, IN, USA: Author House. ISBN-10: 1420866842 ISBN-13: 978-1420866841	
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Strunk, White, and Angell, *The Elements of Style* (any edition), Boston, MA, USA: Pearson.
 ISBN-10: 020530902X
 ISBN-13: 978-0205309023



Stowe, *Legal Environment Survival Handbook*, included on BlackBoard.

Students should be familiar with the *Wall Street Journal* or *Financial Times*, *Fortune* or *Business Week* or *Forbes*, and *Time* or *Newsweek* or *The Economist*.

CAVEAT

The professor reserves the right to waive any of the policies and procedures in this syllabus in isolated cases, for what he believes to be good reason, based upon specific facts and circumstances. Waiver of a particular policy or procedure in one case does NOT mean or imply either:

- *That other policies and procedures will be waived; or*
- *That the same policy or procedure will be waived in any other case or cases.*

TOPICS COVERED:

<u>TOPIC</u>	<u>TYPE</u>	<u>HOURS</u>
Business ethics	General Knowledge	1.5
Law and legal reasoning	“	1.5
Courts and Alternative Dispute Resolution	“	3.0
Constitutional Authority	“	1.5
Business Organizations: Overview	“	4.5
Torts	“	4.5
Business Crimes	“	1.5
Agency	“	1.5
Labor Law	“	4.5
Business Organizations: Sole Proprietorships	“	1.5
Business Organizations: Partnerships	“	1.5
Business Organizations: Corporations	“	6.0
Business Organizations: LLC's	“	1.5
Administrative Law	“	1.5
Antitrust	“	1.5
Personal Property	“	1.5
Real Property	“	1.5
Insurance	“	1.5
TOTAL HOURS		45.0

Preliminary Course Schedule and Assignments attached as Attachment 1.

COURSE OBJECTIVES

Upon completion of this course, students will be expected to:

1. Develop the ability to recognize legal problems.
2. Develop an understanding of the process of determining what are legal vs. ethical issues and how the difference impacts decision making.
3. Recognize when and how federal and state statutory, administrative, and common law impinge on personal and professional decision-making.

4. Develop the analytical thinking process through the application of legal concepts in the resolution of legal disputes.

5. Develop the ability to research current law, rules, and regulations related to specific issues.

This course is not designed to make you a lawyer, or to prepare you for law school. It is designed to prepare you to recognize situations in your life after graduation where legal counsel should be consulted before you do something that you may regret later.

GRADING POLICY:

Minimum points required for each grade will be:	Grading will be based on the following:
A Lower of 89.5%, or class mean plus 10%	Exams 50 %
B Lower of 79.5%, or class mean	Group projects 25 %s
C Lower of 69.5%, or class mean minus 10%	Participation/Quizzes 25 %s
D 59.5%	TOTAL <u>100 %s</u>
F Below 59.5%	

Further information about each of these components is as follows:

Exams - There will be 3 hour exams during the semester. Exams will take up to one class period to complete. Semester exams will be primarily true/false and multiple-choice with one essay question per test. ***Exams will be open book, and you will be allowed to consult one piece of paper upon which you can summarize your notes in whatever form you choose, front and back. There is to be no consultation with others, students or otherwise.*** There will be a comprehensive final examination covering the entire semester at a high-level overview. It will include true/false, multiple-choice and essay questions. ***The final exam will be a high-level comprehensive exam, and will be closed book, closed notes, and no consultation with others.*** You must take and pass the final in order to be able to drop your lowest exam score. Your worst test score will be dropped (provided you pass the final). There will not be makeup exams. If you miss one exam, then that is the exam you drop. If you miss more than one test, you will receive a grade of F in the course.

Group Projects - Your ultimate success in the “real world” will depend less on your academic knowledge, and more on your skills and abilities in writing, making presentations, and interacting as a member of a team. You will be required to exercise your writing, presentation, and teamwork skills in a number of group projects during this course. Each project will be graded on three components:

33.3% Content

33.3% Written report (separate written report or a PowerPoint presentation for use in class presentation)

33.3% Presentation (if no presentation requirement, you will be graded 50% each on the other two components)

If your team places the success of your project in the hands of an unreliable team member, your entire team will be penalized. If that occurs, it is your problem--not mine--just as it will be in the “real world” after graduation. Grades for individual team members may be adjusted up or down from the team norm based upon the professor’s evaluation of the individual’s performance as a team member, the recommendations of teammates, and the brief summary prepared by each individual. ***Note that for group projects the use of ANY LAWFUL SOURCE for information or reference is acceptable. Be sure to provide proper attribution.***

Quizzes – The first 5 minutes of class will be used not for a short quiz to review the previous class period’s lesson.

Quizzes cannot be made up. Additionally, each chapter of your textbook contains one or more summaries of actual cases. These cases will be taught using the Socratic method of recitation, similar to that used in law school. This is done with the objectives of (1) preparing those of you who may go to law school for the method of instruction used there, and (2) giving those who do not go to law school an understanding of how lawyers are educated and therefore how they think. You will be expected to brief the case in advance (using a method that will be taught in class) and discuss it in class, and you will be evaluated based on your preparation and participation. If you are absent, your participation score will be zero for that date. I will take volunteers for each case, and if no volunteers will work through the alphabet calling on students.

Honors College – If you wish to take the course for Honors College credit, I will assign a research paper on a mutually agreed current legal events topic. The paper must be 5-10 pages in length, and will require you to cite at least 3 news articles, at least 3 statutes, and at least 3 court decisions.

Extra Credit – In addition to the stated Attendance Policy and in an effort to encourage you to attend class, the following incentive has been adopted to encourage consistent attendance. Please note that this is extra credit and you must attend the entire class in order to receive this extra credit. If you are absent for any reason other than an official university event or a religious holiday, you will not be able to obtain the reward for perfect attendance.

Perfect Attendance: I will add 5 points to your point total.

Only 1 absence: I will add 2.5 points to your point total.

This is a web-enhanced class. There may be a mix of in-class and web-based tests. ***GRADING POLICY IS SUBJECT TO CHANGES WHICH WILL BE ANNOUNCED IN CLASS AND/OR ON BLACKBOARD.***

ATTENDANCE POLICY:

Attendance in this class is expected as is stated in the Sam Houston State University catalog. **Absences in excess of eight (8) hours will result in a failure. In this class that 8 hours is equivalent to 6 class absences.** If you miss more than 6 classes you will fail this course regardless of the reason. Also, those who miss a substantial number of classes will penalize themselves by missing material that will be discussed in class that may not appear in the text, and over which the class will be tested.

I will take attendance of the class via a roll sheet. If you are not in your assigned seat when attendance is taken, you are considered “late” for that period. In addition, we will have quizzes over material covered in prior classes at the beginning of class periods. These will count 10 points each and will be part of your participation score. In this class you are encouraged to attend every class even if you are late. Please do not hesitate to come to class. You will be penalized for arriving to class late (3 “lates” will result in one (1) absence), but you will still have access to all testable information. **This system is automatic. No “permission” is given to miss a class – this system permits a reasonable number of absences for sickness, etc. The only excused absences are for religious holidays or attendance at official university functions (games and competitions for university teams, conferences or university organizations). Other than for those purposes, it is not necessary to inform me if you plan or cannot attend class on a given day. However, if you need to leave class early please inform me prior to class.**

RELIGIOUS HOLY DAYS/OFFICIAL FUNCTION POLICY

Students who are absent from class for observance of a religious holy day or for participation in an official Sam Houston State event (such as a schedule game/travel for a university sports team or attendance at conference or other event as a member of a university student organization) will be allowed to take an examination or complete an assignment scheduled for that day within one (1) week of returning to class. The student, not later than the 15th calendar day after the first day of the semester must notify the instructor of each scheduled class day that he/she would be absent for a religious holy day.

HANDICAPPED STUDENT POLICY

It is the policy of Sam Houston State University that no otherwise qualified disabled individual shall, solely by reason of his/her handicap, be excluded from the participation in, be denied the benefits of, or be subjected to discrimination under any academic, Student Life program or activity. Handicapped students may request academic assistance when needed from a Committee for Continuing Academic Assistance for Disabled Students by visiting the Lee Drain Building Annex, or by calling visiting www.shsu.edu/syllabus.

CLASS RULES AND POLICIES

You can find a more detailed description of university policies in the current SHSU catalog. In order to facilitate a positive classroom environment, please observe the following:

- Class will start promptly at the assigned time.
- Do not cause disruptions in class or you will be asked to leave.
- This is a professional environment, but I will allow you to wear hats in class as long as there are no problems. You will have to remove them for exams.
- University regulations prohibit smoking, food or drink in the classroom.
- Class will start promptly at the assigned time.

If you have concerns about this class, please come by to talk with me first. If you are not satisfied with our discussion, then I will gladly go with you to the next level of administration

BASIC GUIDANCE

You should care enough about yourself to do what you need to do to make the best grade possible in this course; if you don't, then the least you can do is to care enough about your classmates not to interfere with their opportunity to do so.

The following topics will be handled in accordance with the indicated policy numbers in the Student Policy Manual, which are incorporated herein by reference:

Policy Title	Policy Number	Year Revised
Academic Grievance Procedures for Students	<u>900823</u>	2006
Admission Standards for Undergraduate Students	<u>840502</u>	2015
Class Attendance	<u>800401</u>	2015
Students with Disabilities/Challenges	<u>811006</u>	2014
Enrollment and Facilities Use Policy	<u>030603</u>	Orig
Graduating with Honors	<u>030325</u>	Orig
Posthumous Recognition of Students	<u>830824</u>	2005
Academic Honesty and Procedures in Cases of Academic Dishonesty	<u>810213</u>	2006
Reproducing Hard Copy Student Records from Computer Data Bank	<u>830823</u>	2005
Religious Holy Days and Student Absences on Such Days	<u>861001</u>	2004
Student Educational Records	<u>810806</u>	2008
Student Resignations	<u>990407</u>	2007

NOTES

My 30 years of experience in the business community has led me to believe that universities do a poor job of preparing students for the "real world" in the following areas:

- ***Working together with others in a group***
- ***Verbal expression and presentations***
- ***Written expression***
- ***Thinking outside the box***
- ***Understanding and applying ethics***

This course is specifically and intentionally designed to address each of those areas.

COURSE EXPECTATIONS

The table below clarifies the minimum responsibilities of, respectively, students and the instructor in this class. Failure by students to meet with these responsibilities will diminish their educational experience, performance, and/or course grade.

STUDENT RESPONSIBILITIES	FACULTY RESPONSIBILITIES
1. Responsible for his/her own educational achievement.	1. Responsible for facilitating a classroom learning environment in which all students have an opportunity to achieve the course learning outcomes.
2. Attending all class sessions fully prepared to participate in discussions and/or activities scheduled for the period, including reviewing all assigned readings, completing class preparation assignments, assigned homework, and/or other preparatory tasks assigned.	2. Ensuring that class preparation assignments, homework, etc., are relevant to the planned topic for the class and overall course objectives, and for communicating relevance to students if questioned.
3. Asking relevant questions about course concepts about which they are uncertain, and if such questions cannot be dealt with during the regular class period, for arranging to meet with the instructor during office hours.	3. Responding appropriately and professionally to student inquiries about course concepts, and – if required – agreeing to consult privately with students during office hours.
4. Bringing to the instructor's attention, as soon as possible, any special learning needs of which the instructor should be cognizant in order to properly perform his/ her professional responsibilities. Students requiring special ADA accommodations, are responsible for contacting appropriate persons to discuss needs.	4. Complying with all applicable laws, regulations and SHSU policies with regard to students with academic learning challenges, and taking reasonable steps to assist or counsel students in general regarding means of maximizing their educational achievement in the class.
5. Understanding the performance standards established for the course, and for accepting that such standards will be applied equally to all students in the interest of professional fairness and equity.	5. Measuring student outcome achievement against performance standards appropriate to the level of the course, and for communicating these standards and expectations to students.
6. Complying with SHSU policies regarding academic integrity, and for accepting the consequences of violations thereof.	6. Discussing the SHSU policy regarding academic honesty, cheating, and/or plagiarism, making clear to students the reasons for the policy, and discussing standardized protocols for attribution, through citations and references, of the work of others.

YOUR PROFESSOR

Robert (Chip) Matthews is licensed in Texas as both an attorney and a CPA. He received B.A. (Mathematics/Economics) and Master of Accounting degrees from Rice University, Houston, Texas, and a J.D. from the University of Houston Law Center, Houston, Texas. He began his professional career with a major international public accounting and consulting firm, where he became a senior auditor. Subsequently, he has been senior analyst in utility and municipal finance with an engineering and construction management firm, manager of plans and budgets with a multi-national manufacturing company, consulting senior manager with a major international public accounting and consulting firm, and sole practitioner with his own accounting and law firms. He has most recently been vice-president and shareholder in the largest privately-held consulting firm in the areas of accounting, finance, and information technology the United States. His primary client service areas included merger and acquisition due diligence and assistance, regulatory and environmental law and accounting, utility and municipal finance, bankruptcy and turn-around advisory services, tax and business planning, commercial arbitration, and corporate governance. His clients have primarily been in the energy, public utility, government, healthcare, financial institutions, real estate, and construction industries. He has taught accounting, law, and business administration at the university level. He is a retired Commander, U.S. Naval Reserve, and his leisure interests include sports, travel, and music.

Please complete and turn in the student information and acknowledgement form (Attachment 2).

Attachment 1
Preliminary Class Schedule

DATE	TOPIC	CLARKSON CHAPTER	WEST CHAPTER	REMARKS
24 Aug	PART I – OVERVIEW Law and Legal Reasoning	1	1	
29 Aug	Ethics	5	1	
31 Aug	Courts and ADR	2	2	
05 Sep	Court Procedures	3	1	
07 Sep	Constitutional Basis	4	1	
12 Sep	Review/Catch-up			Team Problem #1 – Ethics
14 Sep	PART II – BUSINESS ORGANIZATIONS Business Organizations Overview Law for Small Business	43	3	
19 Sep	Proprietorships/Franchises	36	3	
21 Sep	Partnerships	37	3	
26 Sept	Corporation Formation and Financing	39	3	
28 Sep	Review-Catch-up			Team Problem #2-Voir Dire and Deposition (Presentation)
03 Oct	Limited Liability Companies and Other Forms	38	3	
05 Oct	PART III – CAUSES OF ACTION Criminal Law and Cyber Crime	9	12	
10 Oct	Intentional Torts	6	6	
12 Oct	Negligence and Strict Liability	7	6	Team Problem #3- Business Organizations (Brief Presentation)
17 Oct	Intellectual Property and Internet Law	8	7	

DATE	TOPIC	CLARKSON CHAPTER	WEST CHAPTER	REMARKS
19 Oct	Contracts – Introduction	10	4	
24 Oct	Review/Catch-up			
26 Oct				Mid-Term Exam
31 Oct	PART IV – AGENCY/EMPLOYMENT Agency Formation And Duties	32	8	
02 Nov	Liability to Third Parties and Termination	33	8	Team Problem #4- Business Formation (Turn-in Only)
07 Nov	Employment and Labor Law	34	9	
09 Nov	Employment Discrimination	35	9	
14 Nov	Review/Catch-up			
16 Nov				¾ Term Exam
21 Nov	PART V – OTHER Corporations-Directors/ Officers/Shareholders/Merger/Con solidation/Terminations/ Securities Law/Corporate Governance	40/41/42	10	Team Project #5 – Lawsuit/Trial
23 Nov	No Class			Thanksgiving
28 Nov	Administrative Law/Consumer Law/Environmental Law	44/45/46	11	
30 Nov	Antitrust Law/Personal Property/ Real Property	47/48/49	10	Review for Final
	Final Exam			

Attachment 2

Student Acknowledgement and Information Sheet

The following information is requested by your professor to assist in the proper administration of this class. Answering the questionnaire is voluntary. Signing the acknowledgement is mandatory

My name as listed in University records	
I prefer to be called (indicate pronunciation fo-NET-ik-lee).	
My contact telephone number	
During this semester, I am living	___ in the Huntsville area, or ___ approximately ___ miles away
Secondary email address	
Emergency contact	Name _____ Telephone and area code _____
My major/minor	
# of hours of academic work completed before this semester	
# of hours that I work per week	
What I want to get out of this course	
Please indicate any special needs or concerns	

ACKNOWLEDGEMENT: I have been provided a copy of syllabus for Dr. Matthews's BUAD 2301 class, I have read it and I understand it, and I agree to abide by its provisions, including but not limited to the following:

1. Excessive absences will result in failure
2. Grades will be assigned in accordance with the grading policy
3. Class rules and policies will be followed.
4. Any and all information received from Dr. Matthews, including personal examples or questions, is given only to further instructional purposes, and does not constitute legal advice and should not be construed as or relied upon as legal advice.

My signature below evidences my agreement with the above:

Signed _____

Date _____

BUAD2301Syllabus
Revised: 8/23/17