



# GOODcompany

SHEEHAN PHINNEY BASS + GREEN PA  
the business law firm fall 2012

## Featured Articles

### ***New Hampshire Enacts Widespread Changes to the Limited Liability Company Act***

Out with the Old and In with the New  
by Christopher M. Candon and Matthew J. Lapointe



In recent years, businesses across the United States and here in New Hampshire have made the limited liability company (LLC) the predominant choice of business structure. The popularity of an LLC is largely linked to the relative ease in forming and maintaining the business entity and the various advantages that the business structure provides. An LLC is most often described as a hybrid business entity, sharing characteristics of a corporation on one hand (e.g., limited liability) and a partnership (e.g., pass-through taxation) on the other. The usefulness of the LLC structure has proven appealing to both small and larger New Hampshire businesses. This summer New Hampshire adopted a new LLC law. The article highlights some of the most significant dates and changes from the old NH LLC Law. [[Contact Author](#)]

### ***Just In Time – President Obama Extends Important Immigration Programs Set to Expire***

Reauthorizes Visa Programs Impacting Underserved Areas and Targeting Job Creation  
by Lyndsee D. Paskalis



Congress has voted to reauthorize certain key immigration programs that were set to expire in the coming week. With the expectation that President Obama will sign this bill into law, the effect will be to reauthorize programs affecting religious workers, doctors in medically underserved areas, and immigrant investors creating jobs and stimulating the economy. Once signed, these critical immigration measures will be in place for an additional three years, until September 30, 2015. [[Contact Author](#)]

## Sheehan Phinney Celebrates 75 Years

### ***Sheehan Phinney Celebrates 75 Years***

In September, Sheehan Phinney Bass + Green PA celebrated its 75th Anniversary with receptions both in its Manchester and Boston offices. As we celebrate this milestone we thank our clients, families, friends, communities, staff and fellow lawyers for making us who we are today, one of the top law firms in New England.

## Our New Blog - Business Law insights

Make sure you visit Sheehan Phinney's blog, [Business Law insights](#). With contributions from attorneys in each of our practice areas, as well as guest contributors, the blog informs, educates and promotes conversation on the latest developments in the law. We have several great topics coming up!

## Upcoming Events

Business NH Magazine  
**Top 100 Private Companies Reception**  
Monday, October 15, 2012  
5:00 PM to 7:00 PM  
Capital Center for the Arts  
44 South Main Street  
Concord, NH  
For more information please go to:  
[www.millyardcommunications.com](http://www.millyardcommunications.com)

### **Asset Protection Planning in New Hampshire**

Live Free and ? Protecting What you Have for those You Love  
by William T. Whittenberg, Jr.



If protecting what you have for those you love is important to you, then consider moving those assets to New Hampshire. Given our increasingly litigious society it is becoming more important to protect what we have from predatory creditors. Over the past several years some of the most knowledgeable asset protection experts have discovered that New Hampshire has quietly become one of the premier jurisdictions, if not the premier jurisdiction, for legitimate, secure and cost effective asset protection planning. [\[Contact Author\]](#)

### **Latest Word on At-Will Employment and Wrongful Termination Claims**

Practical Considerations for At-Will Employers  
by Elizabeth A. Bailey



Public sector and unionized employers have constraints on their ability to terminate their employees. However, many private sector employers are not unionized, and their employment relationship with their employees is called "at-will." Some employers assume that at-will employment means that they have an unfettered right to fire employees. To the surprise of many employers, their ability to freely terminate at-will employees is undermined by the common law legal claim of "wrongful termination" (also called "wrongful discharge"). Over the years the at-will doctrine has eroded. In addition to potential claims under the growing list of federal and state laws, claims for wrongful discharge remain as a viable option for some displaced employees. [\[Contact Author\]](#)

### **Massachusetts Adopts New Law Concerning Temporary Worker's Right to Know**

Temporary Employees Get More Information and Job Protection Rights  
by Walter M. Foster



Signed on August 6, 2012 and effective on January 31, 2013 Massachusetts has a new law known as, "An Act Establishing a Temporary Worker's Right to Know" which is intended to provide temporary workers with more information about their assignment, wages and working conditions. This new law applies to staffing agencies and, in some areas, their worksite employer clients. The Act is intended to strengthen the Commonwealth's ability to regulate staffing and temporary agencies, to protect vulnerable workers and to level the playing field for businesses. [\[Contact Author\]](#)

NH High Tech Council  
**Entrepreneur Forum**  
Wednesday, October 17, 2012  
5:20 to 8:30 PM

F.I.R.S.T. Place  
200 Bedford Street  
Manchester, NH  
For more information please go to:  
[www.nhhtc.org](http://www.nhhtc.org)

BIA Annual Dinner  
**Lifetime Achievement and New Hampshire Advantage Awards**

Wednesday, October 24, 2012  
4:30 PM to 8:30 PM  
Center of NH/Radisson  
700 Elm Street  
Manchester, NH  
For more information please go to:  
[www.nhbia.org](http://www.nhbia.org)

Concord Chamber of Commerce  
**92<sup>nd</sup> Annual Meeting & Citizen of the Year Award**

Monday, October 29, 2012  
5:15 PM to 8:00 PM  
Grappone Conference Center  
70 Constitution Avenue  
Concord, NH  
For more information please go to:  
[www.concordnhchamber.com](http://www.concordnhchamber.com)

Manchester Chamber of Commerce  
**Network PM**

Thursday, November 8, 2012  
5:00 PM to 7:00 PM  
Sheehan Phinney Bass + Green PA  
1000 Elm Street, 17th Floor  
Manchester, NH  
For more information please go to:  
[www.manchester-chamber.org](http://www.manchester-chamber.org)

Easter Seals Annual Celebration  
Tuesday, November 13, 2012

5:00 PM to 6:00 PM  
Center of NH/Radisson Hotel  
700 Elm Street  
Manchester, NH  
For more information please go to:  
[www.nh.easterseals.com](http://www.nh.easterseals.com)

Hanover Chamber of Commerce  
**2012 Leadership Awards Banquet**

Tuesday, November 13, 2012  
Cocktail Reception 5:00 PM to 6:15 PM  
Dinner and Program 6:30 PM to 9:00 PM  
Alumni Hall, Hopkins Center  
Hanover, NH

### **Massachusetts Courts Look at Changes in Employment and the Impact on Enforcement of Noncompetition Agreements**

Courts Provide Employers and Employees with Guidance on Material Change Doctrine

by Michael J. Lambert and Megan C. Hertler



Massachusetts courts have long held that a “material change” in the relationship between an employer and its employee voids all non-competition agreements signed prior to the change. Thus, an employer seeking to protect him or herself must require an employee to sign new non-competition agreement each time there is a material change in his or her employment relationship. For employees seeking to avoid the provisions of non-competition agreements, on the other hand, the material change doctrine has proven to be an important weapon. The million dollar question in every case involving the material change doctrine is, of course, whether the particular changes at issue were “material.” While two recent orders out of the Massachusetts Superior Court touch upon this issue, it remains to be seen whether they provide clarity or just muddy the waters further. [[Contact Author](#)]

### **Business Dispute Resolution**

A Mediation Primer

by David W. McGrath



Business disputes are inevitable. Whether a dispute arises from alleged patent infringement, trade secret theft, interference with contractual rights, or any other ground for disagreement, business leaders increasingly opt for mediation to resolve their differences. Studies have shown that more than 80% of mediations are successful in resolving civil cases. In light of that success rate, it is not surprising that more and more business disputes, complex and routine, are being resolved without years of litigation and the related expense and uncertainty that accompanies traditional trials. Despite the widespread use of mediation, even sophisticated business leaders often have only a basic understanding of the process. This article will describe the process, benefits and some nuanced aspects of mediation. [[Contact Author](#)]

### Firm News

- [Sheehan Phinney Named Top in State by Best Lawyers®](#)
- [Cook and Manchester Named ‘Lawyers of the Year’ by Best Lawyers in America®](#)
- [Harwood Selected for NH Bankruptcy Court Judgeship](#)
- [Sheehan Phinney Hosts 23rd Annual Public Sector Labor and Employment Law Review and Update](#)
- [Sheehan Phinney Welcomes Three New Attorneys](#)
- [Sheehan Phinney Recognized by Benchmark Litigation](#)

For more information please go to:  
[www.hanoverchamber.org](http://www.hanoverchamber.org)

NH High Tech Council, HR Exchange

### **Employer v. Employee Rights and Responsibilities**

Wednesday, November 14, 2012

8:00 AM to 9:30 AM

Sheehan Phinney Bass + Green PA

1000 Elm Street, 17th Floor

Manchester, NH

Speaker: [Diana K. Wieland](#), SPB+G

Manchester

For more information please go to:

[www.sheehan.com](http://www.sheehan.com)

Boston Business Journal & Mass High Tech Innovation All Stars

Wednesday, November 14, 2012

6:00 PM 9:00 PM

House of Blues

15 Lansdowne Street

Boston, MA

For more information please go to:

[www.bizjournals.com](http://www.bizjournals.com)

New Horizons Thanksgiving Breakfast

Tuesday, November 20, 2012

7:15 AM to 9:00 AM

Center of NH/Radisson Hotel

700 Elm Street

Manchester, NH

For more information please go to:

[www.newhorizonsfornh.org](http://www.newhorizonsfornh.org)

North Shore Chamber of Commerce

### **Annual Dinner & Leadership Awards**

Wednesday, November 28, 2012

5:00 PM to 8:00 PM

Daversport Yacht Club

Danvers, MA

For more information please go to:

[www.northshorechamber.org](http://www.northshorechamber.org)

Nackey S. Loeb School of Communications

### **First Amendment Awards**

Thursday, November 29, 2012

7:00 PM to 8:30 PM

Capital Center for the Arts

44 South Main Street

Concord, NH

For more information please go to:

[www.loebschool.org](http://www.loebschool.org)

NH High Tech Council, HR Exchange

- [Sheehan Phinney Bass + Green Named "Trademark Law Firm of the Year" by Corporate INTL](#)
- [Bagdasarian Recognized at Armenian Park Dedication](#)
- [Reidy Appointed to NNEAPS Board](#)
- [Probish Named to NeighborWorks Greater Manchester Board of Directors](#)
- [Hertler Joins Manchester Choral Society Board](#)

#### Good Company Archives

- [Summer 2012](#)
- [Spring 2012](#)
- [Winter 2012](#)
- [Fall 2011](#)
- [Issues from 2003 to 2011](#)

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#### **Staying Off the DOL Naughty List: 2012 Top 10 Wage and Hour Violations: And How to Avoid Them**

Wednesday, December 12, 2012

8:00 AM to 9:30 AM

Sheehan Phinney Bass + Green PA

1000 Elm Street, 17th Floor

Manchester, NH

Speaker: [James P. Reidy](#), SPB+G

Manchester

For more information please go to:

[www.sheehan.com](http://www.sheehan.com)

#### Business Resources

- [Raising Capital for the Emerging Business](#)
- [Doing Business in New Hampshire](#)
- [Selling the Private Business](#)
- [NHLABORNET](#)
- [Sheehan Phinney Bass + Green](#)
- [Sheehan Phinney Capitol Group](#)

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