

Intellectual property protection, LLCs on rise

State Bar's Snyder shares insight into Idaho business law

By Brad Carlson

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In May, Nicole Snyder was elected chairperson of the Business and Corporate Law Section of the Idaho State Bar.

She practices corporate and employment law with the Holland & Hart firm in Boise. She joined the firm in 2001. She graduated from the University of San Diego, and the University of Michigan Law School.

Business and Corporate Law has about 230 members and is the third largest of the Idaho State Bar's 18 sections, behind Litigation and Real Property. The sections are organized to provide members with a means of participating in projects and educational opportunities.

What are your goals as section chair?

I head up the governing council of the Business and Corporate Law Section. Our council aims to make the legal system practical and predictable for Idaho businesses. Our main goal, stated in our bylaws, is to enhance the skills of members and serve the interest of the public. We take on many activities. For example, we review and comment on proposed business legislation in Idaho.

Currently, we're about to launch a new Web site for our members. The Web site will serve as a forum for attorneys to discuss business law issues. We're also undertaking a project to compile a large database of forms, agreements and other corporate documents that members of our section can access to assist them in their practices.

What trends do you see in business and corporate law?

One of the key areas of focus for businesses of all sizes is protection of intellectual property. Protection of intellectual property can be as simple as protection of a business's name and trademarks, but it might also involve protection of patents and copyrights, which could be the most valuable assets a business owns.

A second trend I would identify is the rise in the use of limited liability companies in the last several years. Lawyers are seeing more LLCs than they ever have.

For larger corporations, a trend or continued area of concern is proper disclosure – the fallout from Enron, complications of Sarbanes-Oxley (a 2002 federal law), and executive-compensation disclosure rules.



CARLSON / IBR

Nicole Snyder is chairperson of the Business & Corporate Law Section of the Idaho State Bar.

How would you describe Idaho business law in general?

Idaho is a great place to do business. When outsiders look at coming to Idaho, they find that a lot of our laws and practices are very business-friendly. In addition, my view is that our legislature does a good job focusing on laws making it favorable for businesses to operate in Idaho.

There certainly are states identified as states where businesses frequently incorporate, such as Delaware, Nevada or California. Idaho is doing a good job of creating a business-friendly legal environment.

Are Idaho judges and appeals courts pro-business?

I think so. Any good judge or attorney arguing a case understands that decisions made at the court level have a profound

impact on all businesses in Idaho. To that end, our judges and attorneys do a good job of understanding the businesses that become involved in our legal system.

Do business lawyers argue cases before a court as often as other types of lawyers?

Generally they do not. Business lawyers focus their practices on trying to avoid litigation. A good business lawyer is skilled at counseling clients on risk management and drafting agreements designed to keep the client out of litigation.

Having said that, there are many litigators who specialize in corporate law, and those are the attorneys who are at the forefront of representing businesses in court.

How can business lawyers help businesses avoid litigation?

Business lawyers anticipate problems and help clients deal with them before they arise. One of the most important skills of a business lawyer is drafting agreements that cover all of the what-ifs that a business might encounter in a transaction. They also help clients choose favorable corporate structures and can assist in drafting policy and procedure manuals on a wide variety of issues – from protecting intellectual property to employment policies to documenting corporate minutes effectively.

What should a business owner or manager do if the business is sued or about to be sued?

The most important thing is to seek legal counsel early on. Costly mistakes can be made as a result of a business not securing legal representation in the early stages of a dispute. Also, it's very important for businesses to be careful to preserve documents and electronic records if they become involved in a legal dispute. Recently there has been a lot of focus on the duty to preserve electronic data. This can be a real challenge for businesses when so much business is done electronically or by e-mail.

How do business disputes differ from other types of disputes in terms of what attorneys and judges do, or are trying to accomplish?

The anatomy of any case, whether it's criminal or civil, can have a lot of similarities and also can have a lot of differences. A lot of business litigation can be extremely costly and time-consuming, although a complicated criminal case has similar elements.

Are we more litigious now than ever before?

I am cautiously optimistic that we are not. One of the things I appreciate most about being a business attorney is that I am able to help businesses avoid litigation through good business planning and well-drafted agreements.

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