

OVB LAW & CONSULTING, S.C.

NEWSLETTER

Monthly Newsletter - Your Legal Nook!



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Firm Update:



SAMANTHA BAKER

Attorney Baker chosen to participate in the Spring 2023 cohort of Forward 48, a leadership development program focused on connecting and championing our state's future leaders.



Attorney Samantha Baker lead and chaired the Young Lawyers Conference in Oshkosh.

It was a great way for new lawyers to learn practical skills and encourage them to lead in both their profession and communities!



A Successful Semester of Trial Advocacy at Marquette Law School with Atty. Emil Ovbiagele



OVB Law & Consulting Partner, Emil Ovbiagele, recently completed teaching a Trial Advocacy course for the Spring 2023 semester at Marquette Law School. Throughout the course, students were provided with invaluable insights and hands-on experience in preparing and conducting trials.

Emil's dedication to fostering the next generation of legal professionals has been a corner stone of his career. Under his guidance, the students were able to develop their trial advocacy skills, learning how to present persuasive arguments, examine witnesses, and develop compelling trial strategies.

We would like to extend our heartfelt gratitude to the attorneys and friends of OVB Law & Consulting who graciously volunteered their time and expertise as guest instructors and guest judges for the students' final mock trials. Your contributions were instrumental in helping the students understand the real-world challenges of trial advocacy and gain practical experience in a supportive and educational environment.

As a firm, we firmly believe that investing in the professional growth of law students is essential to the future of the legal profession, and we look forward to continuing our support for legal education in the years to come. Congratulations to Emil and the students on a fantastic semester!



WISCONSIN CORPORATE BYLAWS

A corporate bylaw is the set of rules that govern the internal operations of a corporation. Every corporation should have an Articles of Incorporation, sometimes called a certificate of incorporation in other states, and bylaws. The Articles of Incorporation is filed with the state's secretary of state or other official body responsible for registering corporations, whereas the bylaws is an internal document that governs how a corporation operates.

It is often desirable for corporate bylaws to be drafted by an attorney in advance of incorporating so that the shareholders of the corporation know how the corporation will be governed before investing.

Here are some examples of clauses found in a corporate bylaws:

Directors – The bylaws shall set forth the number of directors a corporation will have on its board of directors. It is often advised that the number of directors should be an odd number to prevent frequent deadlock. The power, rights, and authority of the directors should also be detailed in the bylaws.

Officers – The officer positions of the corporation should be included in the bylaws along with a description of the duties and authorities of the officer positions. In addition, the bylaws should cover how officers will be elected or appointed, whether they will be compensated and how compensation will be determined, and the length of each officer's term.

Meetings – Of both the board of directors and shareholders. The number, frequency, and length of meetings should be defined in the bylaws. Quorum requirements (the number required to hold meetings) as well as voting rights (who gets to vote on certain issues) should also be defined.

Under Wisconsin's corporation statute, Chapter 180, in order to change or amend any provision in a corporation's by-laws, it must be approved by both directors and shareholders unless otherwise provided in the Articles of Incorporation or the bylaws. Thus, it is important to ensure the original draft of the bylaws reflects the operations of the corporation because it may prove difficult to amend at a later date if the requisite support is not met by the board and shareholders.

When in doubt, a corporation should consult Chapter 180 of the Wisconsin Statutes for laws governing corporate actions. While many states have corporate statutes, each state's laws may vary slightly in regard to specific requirements for creating a corporation and its governing principles. An experienced attorney can advise on laws governing corporations and best practices for drafting bylaws.





WHY YOUR COMPANY NEEDS AN EMPLOYEE HANDBOOK

Employee handbooks are legal documents and should include all relevant policies and procedures that govern employee conduct. They are the primary source of information for employees about their rights, responsibilities, and benefits. They can also protect employers in employment-related disputes and claims. While employee handbooks can be a great way for companies to communicate important policies to their employees, it is important to tailor the policies to the company as a boilerplate handbook may lead to employee confusion and employer liability.

There are no specific rules or regulations governing the contents of employee handbooks, however, employer's must ensure their policies comply with state and federal law.

Here are some key items to remember when crafting an employee handbook:

Designate Key Personnel. This is a good place to start. Most policies will contain procedures that impose employee-reporting requirements. It is important to clearly notify employees who they must report to and the hierarchy of reporting when matters must be escalated. Identifying these key personnel will allow companies to create and document easy-to-follow reporting procedures.

Employee Benefits. This section should include a statement regarding the benefits that your company offers to its employees, which may include health insurance, dental insurance, and retirement plans. It's also good to include any paid time off policies here as well as any other perks that may be offered by your company such as free lunch on Fridays or free parking in the company lot on Mondays through Thursdays only (no weekends). A word of caution: if your company's benefits do not apply to all employees, the handbook should state that employees must be eligible to participate, and eligibility requirements should be set forth in a separate benefits guide or policy.

Equal Employment Opportunity Policy Statement. This should be included in every employee handbook so that all employees know what they can expect from their employer when it comes to discrimination based on race, color, religion, sex (including pregnancy), national origin/ancestry, age (40 years old or older), disability or genetic information. This statement should also include a "no harassment" policy so that nobody feels uncomfortable at work because of their race, color, religion.

A well-written employee handbook helps establish an employer's good faith in following laws and regulations governing its business activities. It should also clearly state what behaviors are acceptable on the job and which ones are not. Employee handbooks encompass many policies that affect employee rights. To ensure that your employee handbook does not violate state or federal employment laws, a knowledgeable attorney should be consulted when drafting or revising any employment policy.

