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## Meet Nancy Gray



In a diverse legal career that has spanned over three decades, attorney Nancy Gray has represented hundreds of clients in a variety of civil matters, including labor and employment (management/employee); sexual harassment, discrimination, wrongful termination; commercial, contract and business issues.

Among other highlights, Ms. Gray served as Assistant District Attorney in New York, spent seven years with a national law firm working on complex pharmaceutical and

## 5 Tips for California Business Partnerships

Starting a new business venture or formalizing an existing relationship with a partnership agreement is a daunting task. Here are a few tips that make it easier:



1. **Discuss it first.** A formal discussion session or sessions at the beginning of the relationship to get all of the terms out on the table is critical. Ensure that all partners are aware of their expectations, financial commitments, obligations, and dissolution procedures from the outset. Ask questions about how you will run the business, how the business will be managed, and who will be responsible for what aspects of the business.

medical device cases, and successfully litigated and coordinated cases around the country. She has a unique expertise in matters pertaining to the adulteration of extra virgin olive oil.

Ms. Gray has also lectured and written on a variety of topics, including expert testimony, drug and medical device regulation, sexual harassment, employment practices and child performer issues.

In 1997, she started her own firm, based in Los Angeles.

Having been raised in New York City, Nancy enjoys dramatic, musical and comedy theater as well as pro sports. She is a PADI-certified scuba diver. Among her favorite reading material is Bon Appetit and anything pertaining to criminal behavior and behavioral profiling.

**2. Outline the structure of the partnership in explicit detail.** Take the results of your initial discussion sessions and draft a clear outline of all aspects of business structure and governance. Explicitly stating titles and job objectives is probably not necessary in corporate organizational documents, but developing an organization chart and objectives in a separate document may save you significant conflict over the long run.

**3. Consider the appropriate percentages.** A partnership does not have to be 50-50. In fact, it probably should not be. Many partnerships do better when one partner is more of a 'silent' partner. A straight equal shares partnership makes it very difficult to move the business forward when the partners cannot agree.

**4. Contemplate bad things happening.** It is no secret that, like many marriages, many small businesses and partnerships fail. Include a process for resolving disputes, and a process for dissolving the partnership if resolution is impossible. Think of these issues as you would a corporate pre-nuptial agreement. Consider worst-case scenarios, such as the death or disability of a partner, one partner committing fraud against the other, or the complete and total loss of the business. Who will notify customers, vendors, suppliers, and even the IRS when the partnership dissolves? What will the procedures be?

**5. Hire a good lawyer.** Each party to a partnership agreement should have his or her own attorney to help negotiate, draft, and review the partnership documents. Look for an attorney with expertise in business law. A lawyer who litigates business disputes is familiar with the ups and downs of

corporate relationships and what happens when things go south.

If you have questions or concerns about entering into a new business partnership in California, your options for revising an existing partnership agreement or dissolving a business partnership, contact Attorney Nancy Gray of Gray & Associates. Attorney Nancy Gray represents Los Angeles-area businesses in all aspects of business law, including drafting, reviewing, and negotiating agreements that protect your business's interests, resolving contractual disputes, and addressing potential claims against your business. Put a committed, knowledgeable business litigator to work for your company today. Call Attorney Gray at (310) 452-1211 or visit Gray & Associates [online](#) for a free consultation.

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## ■ Your California Company's Legal Rights to Screen Employee Social Media Accounts



When hiring employees, your business wants to know exactly whom you are hiring. Similarly, businesses want to be assured that current employees are behaving in a manner that is consistent with company values. Is this person trustworthy? Could their personal behavior potentially embarrass the company? Do they have major incidents in their past that are red flags?

To answer these questions, employers are increasingly scrutinizing the Internet and, in particular, social media accounts. So just how much digging can an employer do, and what is an employee's or potential candidate's reasonable expectation of privacy in their online activities?

As of January 1, 2013, California law prohibits an employer from directly asking for or requiring a candidate or employee to turn over passwords to

"personal" social media sites such as Facebook or Twitter, disclosing "personal" social media usernames, or otherwise divulging "personal" social media to an employer. The only exceptions under the law are (a) the employer can demand passwords to access electronic devices purchased by the employer and provided to the employee (e.g., mobile devices or computers), and (b) in cases of suspected employee misconduct, the employer can request, but not demand, passwords.

Some critics have pointed out that the law is written very broadly, defining social media as "not limited to videos, still photographs, blogs, video blogs, podcasts, instant and text messages, email, online services or accounts, or internet web site profiles or locations." Moreover, there is concern about what is "personal" and what is not.

So what can a business do?

1. **Monitor "business" social media accounts closely.** California law allows employers to monitor "business" social media accounts, including those set up by employees. Make sure that all employees provide login credentials for any social media related to the business. These passwords and accounts should be routinely monitored by business owners and managers.
2. **Keep an eye out for what your employees say about your business online or the information they divulge.** Your company needs to monitor your online reputation. Are your employees bad-mouthing the company via Twitter? Are they divulging trade secrets? Are they sharing information online that could be used by competitors? Consider appointing someone in your human resources department or paying an outside service provider to pay attention to what is being said by your employees in the cyber-world..
3. **Explore the public domain.** California law does not prohibit employers from doing a bit of independent digging on social media if the user makes the information publicly available. Nor does the law prohibit an employer from disciplining or terminating an employee based on information that is publicly available. For example, if an employee who calls in sick posts pictures on Facebook from Disneyland that are visible to the public, the employer has a right to discipline the employee.
4. **Get your HR practices in line.** Ensure that your company's human resources practices specifically outline proper procedures and protocols for employee use of social media in the workplace, investigating candidates on social media, and monitoring current employee social media accounts and online activity. Consider revising your employee handbook to reflect what you expect from employees in regard to social media, and set forth your monitoring policies and procedures, so that employees are informed about the company's practices.

Attorney Nancy Gray of Gray & Associates can help you draft policies and procedures with regard to employee use of social media, monitoring of employee social media, and disputes regarding employee conduct. Attorney Gray works hard to help businesses and employees resolve workplace conflicts in a mutually beneficial way. Gray & Associates represents California businesses and individuals in all aspects of labor and employment law, including mediating and resolving interpersonal relationships before they lead to costly, protracted litigation. Attorney Gray can help your business develop policies and best practices for human resources, and address potential labor and employment disputes. Put a committed, knowledgeable labor and employment attorney to work for your business today. Call Attorney Gray at (310) 452-1211 or visit Gray & Associates [online](#) for a free consultation.

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## About Gray & Associates P.C.

Attorney Nancy Gray of Gray & Associates, P.C. has more than 30 years of experience providing personalized attention and creative solutions to her clients' legal issues. Whether you need a strong litigator, a labor and employment advocate, or a savvy business law attorney, you can rely on Gray & Associates to provide you with excellent legal representation. Click [here](#) to read more.

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