

Boilerplate: A Vital Part of a Contract You Should Never Ignore

The most important part of a contract is the business terms—the “guts” of exactly what you and the other party are contracting for. The second most important part of a contract is the part that many people ignore: the boilerplate.

“Boilerplate” refers to the prewritten general terms and conditions that lawyers insert into most contracts. You may think of it as just the legal “blah blah blah.” Based on what I’ve seen, though, I say ignore the boilerplate at your peril.

Why is a contract’s boilerplate so important?

Because so many people don’t understand the terms, they ignore the boilerplate. These terms and conditions—if not written by your attorney—may not be in your best interests. The boilerplate may contain promises that you’ve made and/or obligations that you’ve agreed to meet—things that you may not even be aware of if you have not read it. And if there’s ever a dispute, these are the sections that address how to resolve it.



The primary sections of contract boilerplate

Although a contract can contain many boilerplate sections, the following are especially important:

- **Jurisdiction and Venue** – If either party ever wants to bring legal action against the other, this spells out the court (i.e., jurisdiction) and geographical location (i.e., venue) in which the dispute may be resolved. Never assume that the stated venue is

located anywhere near your business. There’s a good chance that it’s not.

- **Warranty** – This clause, which often refers to the quality or title of goods, is about a promise that one party is making that a fact or circumstance is true.

If you are relying on the other party’s warranty, be sure that this section of the contract matches your understanding of the situation. If you are the one who is providing the warranty, be sure that what is stated is accurate.

- **Conditions** – “Conditions” are acts or events that must occur before performance is required. For example, you may be obligated to deliver a particular product before the other person is obligated to pay you for it.

Conditions often come into play when a relationship has deteriorated to the dispute stage. For example, someone refuses to provide payment because one or more conditions were not met. Or someone did pay, not realizing that they were not obligated to do so because a condition was not met, and now finds that they have limited recourse for getting their money back.

- **Entire Agreement** – This is the part of the boilerplate that says that what’s in writing in the contract is the only part that counts, and anything that was spoken that is not written in the contract does not count. In other words, what you see on paper is the “entire agreement.” If it’s not in writing, you may have no recourse.

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HUMAN RESOURCES

The Struggle to Hire and What Businesses Can Do About It

If you’re finding it difficult to hire employees, you’re not alone. Bloomberg reports that many small businesses are struggling to find people who currently want to work—in fact, 42% say they have jobs they can’t fill. The number of people quitting jobs right now is also higher than average.

One culprit is likely COVID-19. For reasons related to the pandemic, a number of people are choosing not to work right now. They don’t want to risk getting sick, they have children at home or they may be able to get by on unemployment insurance.

Some small businesses with positions to fill have turned to gimmicks like signing bonuses and free food, but these recruiting tactics are unlikely to be effective in the long term. Why? Because they don’t address the risks, challenges and needs people have right now.

Fortunately for employers looking to hire, the problem of people choosing not to work isn’t fundamentally different than the problem of people choosing to work somewhere else. In both cases, the would-be employer has to convince prospective hires that working for them is better than the alternatives, and then they have to live up to those promises.

To be sure, those who choose not to work are missing out on many benefits. A job provides not only a paycheck, but also opportunities for employees to do meaningful work, contribute to their community, make friends, develop skills, receive training, advance their career and fund their retirement. If someone isn’t

working, they’re missing out on these and other opportunities. Employers may be able to leverage these benefits to appeal to those who have removed themselves from the workforce and convince them that work is worth it.

Safety, flexibility and pay

Beyond employers can use benefits like friendship and skill-building to lure applicants, they must first address safety, flexibility and pay. In a hierarchy of employment needs, these are foundational.

While vaccinations are proceeding at an encouraging rate and all adults are now eligible, COVID-19 remains a serious threat. It will be some time before people getting their shots now develop immunity to the virus, and they may worry about infecting friends and family who are unable or unwilling to get the vaccine. Because of these fears, some people aren’t going to work, period, and there’s nothing employers can do to persuade them. Others, however, may be open to working if they feel confident enough that the job won’t put them or those they care about in danger.

Flexibility is another key component for many potential applicants, much more so now that in-person school and childcare have become scarce. Since younger children cannot be left to fend for themselves while parents are at work, something has to give. Employers that provide flexibility—either through the initial scheduling of shifts or the ability to rearrange working hours on the fly—will

likely receive more applicants and have a lower rate of turnover.

Other potential employees may be willing to work if they feel the pay is worth the risk and sufficient to cover the costs of working (transportation, childcare, insurance premiums, etc.).

Of course, most businesses don’t relish the idea of paying employees higher-than-usual wages, but there’s good reason to believe that increased pay is a good investment, especially for people in traditionally lower-paying jobs. When people are preoccupied with bills, debts and other forms of scarcity, they tend to be less productive and make more mistakes. But, when scarcity isn’t taxing their mental bandwidth, they’re able to be more productive, make fewer mistakes and increase business profitability. Increases in pay can pay for themselves.

Attractive job postings and hiring processes

Poorly written job postings can prove a serious obstacle to getting applicants. It’s important that recruiters and hiring managers understand what they’re looking for in a new hire and write job postings that are simple and effective.

If an employer offers some or all of the benefits discussed above, they should showcase them in their postings with concrete examples and as part of an engaging story. For instance, instead of the owner writing, “We teach valuable skills,” they can explain that down time will be filled with instruction on sales and



de-escalation techniques. And instead of saying, “We offer flexibility,” an employer can advertise that employees have a range of shifts to choose from on a weekly basis, or will be able to complete their work at any time of day, so long as weekly deadlines are met.

But no amount of training opportunities will mean a thing if a business’s hiring process is a chore for applicants to get through. The more minutes it takes to complete an application, the more applicants will decide it isn’t worth it. The longer a candidate has to wait for an offer, the more likely they’ll turn down that job offer—sometimes even when they don’t have another job lined up.

Source: HR | Biz

Upcoming Events

WEBINAR: What You Need to Know about Credit Card Processing



Date: Tuesday, June 22, 2021
Time: 10:00 am – 10:45 am PDT
Cost: Free for PIASC members

In today’s business world, accepting credit cards is a must. However, there is more to accepting credit cards than you might realize—and what you don’t know can be costing you.

PIASC has teamed up with CardConnect, a leading provider of payment processing and technology solutions, for a Preferred Partner Program that can reduce your merchant services costs month after month.

In this webinar, the experts at CardConnect will provide an overview of the credit card processing world. You’ll learn:

1. What is payment processing?
2. Who are the major players in Payment Processing Land?
3. What are the different types of credit card acceptance and why do they matter?
4. What is interchange and how can interchange optimization reduce your costs?
5. How can you get automatic card updates without the hassle?
6. How can you keep payments secure?

Register at <http://bit.ly/Credit-Webinar21>

BUSINESS MANAGEMENT

The Internet is a Baby!



Sometimes it’s easy to overlook how technologies change and adapt over time. This blind spot is particularly strong when it comes to the Internet. Although it is a young development in the grand scheme of things, the internet seems like it has been around forever, since it dominates so many aspects of our lives. In relation to other technologies—the printed book, for example—the internet is quite early in its childhood. Over the next few decades and centuries, we can expect many twists and turns as it continues to evolve.

The birth of the Internet

January 1, 1983 is considered to be the official birthday of the Internet because that is when Transfer Control Protocol/Internet Protocol (TCP/IP) was established. With TCP/IP as a communications standard, the internet

was able to flourish. Individuals who were born in 1983 are considered to be part of the “Millennial” generation, although some balk at that term. Meanwhile “Xennials” is a term used to describe the crossover generation of people born between the late 1970s and the early-to-mid 1980s. Unlike younger Millennials, Xennials had an analog childhood and a digital adulthood. This is an important clarification, because it confirms the obvious point that everyone born after the Xennial micro-group will have grown up with digital technology.

15th century print technology

Since it has recently turned 38 years old, you might think that the Internet is a young-ish adult. In comparison to printed books, though, I think the Internet is more correctly described as a

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I frequently see people get tripped up by this clause. I think this is because when we enter into an agreement with someone, we want to trust them. If they make a verbal promise to us, we want to believe that their word is somehow legally binding. Unfortunately, it is not.

Key take-away

The bottom line is, never sign anything until you have taken the time to read and understand it all. And if someone gives you a contract and says you can ignore the boilerplate, take that as your cue that there may be something in there that's in the other party's best interest that's not necessarily in yours.

Source: Paula Schaefer Law,
<https://paulaschaeferlaw.com>

MEMBER NEWS

Richmond, California-based **Online Bindery** (www.OnlineBindery.com) was pleased to give back to the community by co-sponsoring a First Responders Appreciation BBQ on April 30.

To participate, please email your one sentence announcement to Wendy Ferruz at Wendy@piasc.org

CONTACT US

Address:
5800 S. Eastern Avenue, Suite 400
Los Angeles, CA 90040
P.O. Box 910936
Los Angeles, CA 90091
Phone: 323.728.9500
www.piasc.org

Key Contacts

Lou Caron, President
Ext. 274, lou@piasc.org
Dennis Bernstein, Commercial Insurance
Ext. 222, dennis@piascins.com
Evie Bañaga, Employee Benefits
Ext. 224, evie@piasc.org
Kristy Villanueva, Member Services
Ext. 215, kristy@piasc.org
Rodney Bolton, Human Resources
Ext 218, piasc@hrbizz.com

BUSINESS MANAGEMENT

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toddler. Think for a moment about the history of mass-produced books. Gutenberg got that technological revolution underway and was selling Bibles by 1455, well over 550 years ago. Of course, books existed prior to this—they just weren't mass-produced. If you wanted a Bible prior to 1455, you had to wait a year or two for a scribe to handwrite one for you... and it cost a lot of money too! Gutenberg's true intention with the printing press was to mass-produce Bibles that looked hand-written, and could be sold at hand-written prices.

Did you know that books weren't Gutenberg's first print application? To start with, he printed what were known as indulgences. For the Catholic church, an indulgence represented a way for a sinner to reduce the amount of time that they would spend in purgatory. The way Gutenberg and other early printers handled indulgences was to print them as a single sheet with blanks for personal, relevant information (like the individual's name). These did not require a lot of type or paper. So, in effect, Gutenberg's first success was in form printing. Books like Bibles came later, and it took a very long time for Gutenberg to create the type needed and to acquire the large quantities of paper for Bibles. If you'd like to learn more about Gutenberg and the history of the printed Bible, check out Frank Romano's talk on YouTube at <http://bit.ly/frankromano-bible>.

Early books

The earliest printed materials (those created before the 16th Century) are called "incunabula." Bibles and other bound documents that were created at this time were infants in the timeline of printed books, which are now in their sixth century. Of course, books have continued to evolve over that time. Hand-colored illustrations were replaced with printed ones. Photography entered into the process, first in black and white and later in color. Not too long ago, books took a leap into digital form, and although e-books have built a nice niche for themselves, they have not sounded the death knell of the printed book. Similarly, audio books enabled the book to reach wider audiences, but did not eliminate the need for the printed book.

The long view

Even print technology for books has evolved over time. Letterpress printing like that used by Gutenberg was the most common book printing technology for centuries, but in the 20th century it was largely replaced by offset lithography. Today, digital printing methods like inkjet and electrophotography have carved out their own places in on-demand and just-in-time manufacturing of books.

Life often throws us curveballs that impact the use of technology, and this is why it's so important to take the long view when it comes to technology. Few would have guessed that 2020 would be a banner year for books, but pandemic requirements to shelter in place caused US book sales to reach their highest levels in a decade. According to NPD Group, book volumes rose 8.2% between 2019 and 2020.

The bottom line

If COVID-19 has taught us anything, it's that you never know what kinds of surprises—good or bad—might be waiting around the next corner. Be patient, because technologies and markets will always change... and not necessarily to the detriment of print. Give this Internet toddler some room to grow, because you might be surprised at the opportunities it ultimately presents for print service providers in the future.

Source: Provided by Canon Solutions America

GOVERNMENT & LEGISLATIVE

Tax Credits for Paid Leave for COVID-19 Vaccines

Under the American Rescue Plan of 2021, employers with fewer than 500 employees can claim a tax credit for providing paid leave to employees who take time off related to COVID-19 vaccinations. This includes time spent obtaining the vaccine and time spent recovering from any vaccine-related side effects.

While it was previously understood that this tax credit was available for paid leave taken by employees who are not able to work or telework due to reasons related to COVID-19, new guidance clarifies that "related to COVID-19" includes the COVID-19 vaccine.

The tax credits are available for paid leave taken from April 1, 2021 through September 30, 2021. For more information, including guidance on how to claim the credit, see the IRS fact sheet available at <http://bit.ly/PaidLeave-Credits>.

PIASC Events CalendarJUNE
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WEBINAR: What You Need to Know about Credit Card Processing
Tuesday, June 22 at 10:00 am PT Online
www.piasc.org/events

JULY
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Print Excellence Awards Winners Celebration "Revived Inspiration"
Thursday, July 15
Pacific Palms Resort, City of Industry
www.piasc.org/events

For full list of workshops and virtual classes, please visit www.piasc.org/events



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