

OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE

MINUTES OF MEETING
APRIL 21, 2006
4:00 PM

A regular meeting of the Executive Committee of the Oregon State Bar Business Law Section (the "Section") was held at 4:00 pm on Friday, April 21, 2006, at Foster Pepper Tooze LLP, 601 SW 2nd Avenue, Suite 1800, Portland, Oregon, 97204, pursuant to notice duly given. A quorum was present. The following members of the Executive Committee attended the meeting either in person or by telephone:

Sally Anderson-Hansell	Neil Cole
Vicki Ballou	Brenda Meltebeke
Jason Brauser	Andrew J. Morrow
Melissa Boge	Timothy O'Hanlon
Pat Chapman	Paul Taylor

Michelle Peterson and Peter Threlkel also attended.

Andy Morrow called the meeting to order and served as chair. Vicki Ballou kept the minutes.

1. Approval of Minutes. The minutes for the March 17, 2006 meeting of the Executive Committee were approved as corrected.
2. Financial Report. Brenda Meltebeke reported that the Section's revenues were at 98% of budget and expenses were at 25% of budget year-to-date.
3. Bar Liaison Report. Michelle Peterson advised the Committee of vacancies on the Board of Bar Governors for Regions 4, 5 and 6. She reported that 289 people took the February bar examination, and only 58% of repeat takers passed. The Client Assistance Office of the Bar has asked to make a presentation at a future meeting of the Executive Committee.
4. Oregon Corporation Commission Report. Peter Threlkel reported a 4.5% growth in business entity registrations, to 350,094. Uniform Commercial Code filings continue to drop. The Corporation Commission has searched its database and has mailed letters to those who need to renew their corporate documents under the rules of Revised Article 9 in order to avoid an inadvertent lapse. There is also information posted on the Corporation Commission's website. Andy Morrow suggested that Carole post that information on the Section's website. The Committee discussed timing issues related to UCC filings made by facsimile.
5. Legislative Committee Report/ABA Model Act/Uniform Securities Act Task Force. In Claire Philpott's absence, Andy Morrow reported on the Business Corporation Act project and the LLC Act project. The only possible proposed legislation for this year's legislative sessions is a clarification of the "practice of medicine" requirement under the

Professional Business Corporations Act. There has not been any progress in resolving the impasse over the civil liability provisions by the Uniform Securities Act Task Force. The Committee also discussed legislation adopted during the special session regulating pay day loans.

6. CLE. Ernie Bootsma will not be able to chair the CLE Subcommittee. Andy Morrow asked for suggestions for that position.

7. Oregon Business Lawyer. In Andrew Ognall's absence, Andy Morrow reported that an issue of the *Oregon Business Lawyer* was just published and that Andrew is working on the next issue.

8. Regional Outreach. Paul Taylor asked the Committee Members to let him know if they planned to attend the annual retreat on July 21st and 22nd in Bend so he can reserve a block of hotel rooms at Ameritel. Paul will host the working meetings in his office. Andy Morrow said the agenda would include a review of the Committee's business plan, a discussion on how to increase participation in Section activities, and an analysis, at least in concept, of some issues in the Business Corporations Act. Jason Brauser suggested the Committee also work on creating charters for the Section's standing committees.

9. Business Law University. Melissa Boge is working on publicity regarding Business Law University. She expects a brochure will be circulated next week.

10. Website/Practice Tools. Melissa Boge is planning to replace the expert/service provider page with a page that contains links to relevant articles on business law. She is working to update the legal research link as well as the look and feel of the website, and she continues to look for a person to take over the case-law summary responsibilities.

11. Old Business/Legal Opinion Committee. Andy Morrow asked for suggestions of people who might serve on the Legal Opinion Committee. Neil Cole volunteered to participate. Vicki Ballou recommended Jim Kennedy. Andy Morrow will provide links to the Washington and California Bar websites on legal opinions.

12. Adjourn. There being no further business, the meeting adjourned at 4:50 pm.

Respectfully submitted,

Vicki A. Ballou, Secretary