

OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE

MINUTES OF MEETING

April 18, 2013

12:00 p.m.

A meeting of the Executive Committee (the “Committee”) of the Oregon State Bar Business Law Section (the “Section”) was held at 12:00 p.m. on Thursday, April 18, 2013, at the offices of Perkins Coie LLP, 1120 NW Couch Street, 10th Floor, Portland, Oregon 97209, pursuant to notice duly given. The meeting commenced at 12:06 p.m.

The following Committee members, constituting a quorum, were present at the meeting: Ambyr O’Donnell, David Ludwig, David Matheson and Tyler John Volm, and, via teleconference, Kenneth Haglund, Benjamin Lenhart, Justin Denton, Valerie Sasaki, Holley Young Franklin and Kyle Wuepper.

Also in attendance at the meeting were Chris Hall, John Thomas, Carole Barkley, and, via teleconference, Dani Edwards, OSB Liaison.

1. Prior Committee Minutes. After a motion duly made and seconded, the Committee unanimously approved the minutes of the Committee meeting held March 21, 2013.

2. Bar Liaison Report; New Business. The Oregon New Lawyers Division hosts a reception for newly admitted Oregon attorneys and their families after each spring and fall swearing-in ceremony, and this year invited all bar sections to co-sponsor one or both of the ceremonies, which would allow sections to send written materials for display or a volunteer to the reception. The cost to co-sponsor is \$100 per reception, but, for sections that currently offer new attorneys free section membership, the cost is reduced to \$50 per reception. Dani Edwards and Ambyr O’Donnell discussed with the Committee the co-sponsorship opportunity and recent declines in membership, and answered questions from the Committee. After a motion duly made and seconded, the Committee unanimously approved offering new Oregon attorneys free Section membership for the remainder of 2013. Thereafter, the Committee discussed whether it should co-sponsor the spring ceremony at the \$50 cost. After a motion duly made and seconded, the Committee unanimously approved a proposal to co-sponsor the spring swearing-in ceremony.

3. Legislative Update. John Thomas discussed the status of five recent legislative proposals previously discussed with the Committee. Mr. Thomas noted the first two proposals relating to officer grants of stock options and virtual shareholder meetings have been approved by the Oregon House of Representatives and are currently being sent to the Oregon Senate. The third proposal that was promoted by Steve Naito relating to charging orders did not make it out of legislative committee. The fourth proposal relating to whether certain religious organizations can dispense with the annual shareholder meeting requirement is still being considered, but Mr. Thomas noted the Committee chose not to support or oppose the proposal. The fifth proposal provides for the creation of a task force to investigate the extent to which Oregon unlawful trade practices laws should apply to transactions between businesses, and Mr. Thomas recommended

that the Committee not support or oppose the proposal. There was also general discussion regarding recent legislative proposals related to Benefit Corporations and proposed revisions to the short-form merger procedures in Delaware. Mr. Thomas noted that the proposed revisions to the Delaware short-form merger procedures are likely to become law in Delaware.

4. Committee Reports.

a. CLE. Benjamin Lenhart stated that the subcommittee will meet soon to plan a CLE, and asked for the Committee's thoughts on whether the subcommittee should plan a CLE concurrent with the Section's annual meeting. Ambyr O'Donnell discussed positive feedback from last year, and there was general agreement to hold the CLE and annual meeting concurrently.

b. Newsletter. Kyle Wuepper discussed authors and topics, and noted that Lewis & Clark Law School has requested that we continue to work with students on the newsletter. The Committee discussed the role of students, and it was noted that we could possibly rely more heavily on students for logistical roles in connection with the newsletter

c. Social. David Matheson stated that the subcommittee was considering dates for upcoming socials, and that it needed firms to volunteer to pay for alcoholic beverages at events.

d. Website. The Committee discussed the Section's website, and Carole Barkley noted there were about 5,000 visits last month. The Committee discussed advantages and disadvantages of the website's password protection, and after a motion duly made and seconded, the Committee unanimously approved the removal of password protection. Valerie Sasaki noted that the Committee should have a listserv of all members to keep current the list of members. After discussion and a motion duly made and seconded, the Committee unanimously approved the creation of a Committee listserv, which Dani Edwards will implement. There was also discussion and agreement that a listserv for legislative updates should be created.

e. Planning. David Ludwig stated that this subcommittee is considering retreat dates and locations, and that May 31st or June 14th seem to work best for everyone. There was also discussion of moving the retreat to January or February of each year to allow Committee members an opportunity to plan shortly after the election of each new slate of members. David Ludwig also stated that the subcommittee is reviewing the Section's business plan, and felt that overall the business plan is satisfactory but needs some updating.

5. Adjournment. There being no further business, the meeting adjourned at 12:49 p.m.

Respectfully submitted,
Kenneth Haglund, Secretary