

**OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE**

MINUTES OF MEETING

April 22, 2015

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 22, 2015, at the offices of Barran Liebman LLP, 601 S.W. Second Avenue, Suite 2300, Portland, Oregon 97204, pursuant to notice duly given. The meeting commenced at 12:00 p.m.

The following Committee members were present at the meeting: attending in person were David S. Matheson, David R. Ludwig, Benjamin G. Lenhart, and Tyler John Volm; and attending via teleconference were Lorie Harris Hancock, Justin B. Denton, Kyle D. Wuepper, and David Kopilak. The Committee members present constituted a quorum.

Also in attendance at the meeting were Christopher Hall (by telephone), Carole Barkley (in person), and Dani Edwards (Oregon State Bar (“OSB”) Liaison) (by telephone).

1. Prior Committee Meeting Minutes. After discussion and after a motion duly made and seconded, the Committee unanimously approved the minutes of the Committee meeting held March 18, 2015 (subject to making one minor revision to the discussion of the Bar Liaison Report).

2. Legislative Update. Mr. Hall reported that the Oregon Legislature passed Section sponsored House Bill 2330. This bill proposed two sets of changes to Oregon business entity statutes. The first clarified the procedures involved with appraisal rights when shareholders acted by written consent rather than at a meeting. The second eliminated the need to file plans of merger, share exchange, and conversion when undertaking these events.

Mr. Hall then reported that the Section and the state American Bar Association liaison are looking at the harmonization of statutes governing entities generally. He also said the Section is looking at updating Oregon’s statutes governing corporations.

Mr. Hall reported that the Model Business Corporation Act will be undergoing a comprehensive revision in 2016. He said that for this reason, if any states wished to harmonize their statutes governing entities, then he recommended that they wait until 2016. The Committee members generally discussed the need to identify persons and groups inside and outside of the OSB to lead and support this project. They also discussed the time frame for undertaking this project, given the need to submit any proposed legislation to the Oregon Legislature not later than April 2016.

3. Treasurer’s Report. The Committee’s Treasurer, Mr. Denton, reported that the Section’s cash on hand now is less than \$70,000, which is down from \$79,000 from last month.

4. Bar Liaison Report. Ms. Edwards reported that OSB is seeking nominations for eight annual OSB awards. She said that sections often submit nominations for these awards. Therefore, she said that, if the Section wishes to nominate someone for one of these awards, then the Section will be required to submit that nomination on or before July 14, 2014. She said that, if the Committee so desired, she would forward a description of each of the eight awards to the Committee.

5. Subcommittee Reports. The Committee members briefly discussed the CLE scheduled for June 26, 2015, in Bend prior to subcommittee reports. Their discussion focused on two items. First, they focused on identifying the number of people who will likely attend the CLE. Mr. Kopilak

mentioned that approximately 100 people attended a recent program in Portland with topics similar to the ones for the Bend CLE. However, the Committee members believed that a minimum of at least 40 attendees would excellent. The Committee members also focused on the marketing of the CLE, including marketing the CLE to persons other than attorneys, determining the kind of advertising to use, and providing a lodging discount.

a. CLE. The Committee members discussed both the annual CLE scheduled for November and quarterly CLEs. Mr. Matheson reported that Section is on track with respect to the annual CLE. Ms. Hancock in turn reiterated that the CLE scheduled for June 26, 2015, in Bend is on track. She said that the CLE will be in the afternoon with a reception following. She said that it will provide three hours of CLE credit and the topics will be cannabis and crowd funding. She said that she hopes that the CLE will attract attorneys from the Portland metropolitan area as well. The Committee members concluded that the timing of the CLE is perfect given that the cannabis legislation will go into effect in July. The Committee members discussed the marketing of the CLE, including beginning such marketing now or at least in the next two weeks and considering other marketing incentives, such as golf, discount rates, discounted hotel rates, and a next day breakfast.

b. Social/Planning. Mr. Ludwig reported that the Social/Planning Subcommittee at its meeting discussed three possible events. First, it discussed a reprise of the social event last year involving accountants that it proposed be scheduled sometime this summer. Mr. Ludwig reported that Mr. Volm agreed to take the lead on this event. Second, it discussed scheduling a social event in Eugene sometime in the fall, with Mr. Tongue taking the lead on this event. Finally, it discussed scheduling an event at the University of Oregon School of Law involving both attorneys and law students.

The Committee members then discussed generally a possible Eugene event. They discussed scheduling either a social event or a CLE or a combination of the two of them and timing of such event or events. They also discussed the need to tap into a Eugene lawyer to participate in the planning of the event.

c. Website/Content. The Committee members briefly discussed the Section's website. Mr. Matheson mentioned that necessity for the Section to hit the ground running with respect to the revamping of its website and determining the content needed. The Committee members also discussed the Section's current agreement for the hosting of the Section's website. The Committee members favored allowing the current hosting contract to expire. However, they concluded that they needed to review the express terms of the agreement, including its termination provisions, before taking any further action. Mr. Matheson asked that Ms. Edwards forward a copy of the contract to Ms. Ambyr O'Donnell, the Chair of the subcommittee, and copy him. Ms. Edwards reported that the OSB can start creating a template for the Section to allow hosting to be switched over to the OSB.

6. Other Business. Mr. Matheson briefly reported that the Section needed to finalize the criteria for the award of scholarships. He reiterated the criteria set forth on the agenda for this meeting currently being discussed, including setting the amount of the scholarship at \$1,000 per law school, determining the person at each law school to select the recipient of the scholarship, and the criteria for each such person to use in selecting such recipient (e.g., initiative, intellectual abilities, practical application, and grades).

7. Adjournment. There being no further business, the meeting adjourned at 1:00 p.m.

Respectfully submitted,

David R. Ludwig, Secretary