

OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE

MINUTES OF MEETING

April 20, 2016

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 Wednesday, April 20, 2016, at the offices of Emerge Law Group, 805 SW Broadway, Suite 2400, Portland, Oregon 97205, pursuant to notice duly given. The meeting commenced at 12:05 p.m.

The following Committee members were present at the meeting: attending in person were Kenny Haglund, Tom Tongue, Jeff Tarr, Genny Kiley, David Ludwig, David Matheson and Ben Lenhart; and attending via teleconference were Doug Lindgren, Lorie Harris Hancock and Kyle Wuepper. The Committee members present constituted a quorum.

Also in attendance via teleconference were Carole Barkley and Dani Edwards, OSB Liaison.

1. Prior Committee Minutes. The Committee reviewed the draft minutes for the Committee meetings held on January 30, 2016, February 17, 2016 and March 16, 2016. Committee members noted certain changes that should be made to the minutes, which changes Kenny Haglund will incorporate into the final versions. After a motion duly made and seconded, the Committee unanimously approved the minutes of the Committee meetings held January 30, 2016, February 17, 2016 and March 16, 2016, with the changes discussed at the meeting.

2. Bar Liaison Report. Dani Edwards reminded the Committee that if the Committee or any subcommittee thereof is not working with the Oregon State Bar (“Bar”) in connection with a social or CLE, that the venue for the social or CLE must be at a Bar approved site.

3. Treasurer’s Report. David Ludwig discussed recent financial statements of the Section, and noted that the balance of available cash for the Section was \$65,104 in the most recent financial statement. The Committee discussed the Section’s revenues and expenses.

4. Summit for Section Leaders. Kenny Haglund described the Bar’s upcoming Summit for Section Leaders, to be held June 8, 2016 and led by Richard Spier, OSB Immediate Past President. The Summit is intended to continue the discussion of the Bar’s policy changes related to section CLE events, fund balances and websites. Kenny will attend the Summit.

5. Subcommittee Reports.

a. CLE Subcommittee. Kenny Haglund reported that Tyler Volm is planning the first quarterly CLE seminar, Genny Kiley is planning the second quarterly CLE seminar, and that the two quarterly CLE seminars may be held in Bend or other locations after Portland. Kenny Haglund noted that preliminary planning with respect to the annual CLE has occurred.

b. Communications Subcommittee. Jeff Tarr reported that Valerie Sasaki sent an email using the Section's listserv seeking member participants to recruit authors, write articles, or help edit articles in connection with the re-start of the semi-annual newsletter. The Subcommittee received nine responses. The Subcommittee is reviewing responses and preparing for an organizational meeting, and has a goal of issuing one newsletter this year.

c. Legislative Subcommittee. Kenny Haglund reported that four legislative proposals were submitted by the Committee by the April 1, 2016 deadline. The proposals were (1) Ratification of Defective Corporate Actions, (2) Holding Companies and Back-End Mergers, (3) Incorporation of Electronic Technology, and (4) Architect Shareholder Liability. It was noted that Gary Berne of Stoll Berne submitted to the Bar certain objections to the Ratification of Defective Corporate Actions proposal.

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

Respectfully submitted,

Kenny Haglund, Acting Secretary