

**Oregon State Bar  
Business Law Section Executive Committee  
Meeting Minutes**

**April 12, 2017  
12:00 p.m.**

**Meeting Location:** Standard Insurance, 1100 SW Sixth Avenue, Portland, Oregon, 97204

**Present in Person:** Thomas Tongue, Tyler Volm, David Ludwig, Douglas Lindgren, Kenneth Haglund, Justin Denton, Benjamin Lenhart, David Post, Kara Tatman, Genevieve Kiley

**Present by Phone:** Valerie Sasaki, Benjamin Kearney, Lorie Harris Hancock, Kyle Wuepper

**Also Present:** Carole Barkley, Dani Edwards, OSB Liaison (by phone), Chris Hall (by phone)

**Absent:** Jeffrey Tarr, Tom Peachy, BOG Liaison

A quorum was present. Mr. Denton called the meeting to order at 12:00 p.m.

**1. Approve Prior Minutes**

The Committee reviewed the draft minutes for the monthly meeting held on March 8, 2017. Mr. Denton has one proposed change to be provided Ms. Kiley. After motion duly made and seconded, the Committee approved the minutes subject to Mr. Denton's change.

**2. Treasurer's Report**

Ms. Sasaski briefly reported regarding the Committee's bank account and budget.

**3. Bar Liaison Report**

Dani Edwards reported various upcoming important dates to the Committee. The new lawyer swearing in ceremony will take place May 18, 2017, and the deadline to provide materials such as postcards or brochures is May 5, 2017. Mr. Volm has a previously prepared one-page summary of the Business Law Section that he will provide to Mr. Tongue, as chair of the Outreach Subcommittee. Mr. Tongue may attend the swearing in ceremony, but will provide the flyer to the OSB purposes of the swearing in ceremony.

In addition, Board of Governors election is approaching. May 9, 2017 is the deadline to submit a nomination to run. Region 5 and Region 2 positions are currently open.

Last, the OSB is accepting nominations until June 14, 2017 for various OSB awards.

#### **4. Subcommittee Reports & Discussion**

##### **a. CLE Subcommittee Report**

Mr. Volm reported the subcommittee convened a planning meeting on April 11, 2017 to discuss the Business Law Section annual meeting and stand-alone CLEs.

The subcommittee brainstormed a number of CLE topics for the Business Law Section annual meeting, including a track modeled on the progression of a “deal”. In addition, several general topics and ethics credits will be included. General topics considered included legal writing and negotiation skills. Mr. Volm solicited feedback regarding the Committee budget for the annual meeting for planning purposes, including whether hiring a speaker regarding Delaware law is feasible. Ms. Sasaki will provide the budget from the 2016 annual meeting. Mr. Volm will review the budget and also reach out to the Delaware law presenter to check on his availability. The Committee briefly discussed potentially subsidizing tuition or requiring attendees to pay for lunch. The annual meeting is scheduled for November 3, 2017 at the Multnomah Athletic Club. The location has been reserved.

With respect to stand-alone CLEs, Mr. Volm reported that the subcommittee is considering a legislative update CLE and/or a financial statements CLE, possibly with the New Lawyers Section with a social component. The subcommittee also proposes taking the insurance CLE from last year on the road to Bend and Eugene. The subcommittee’s goal is to hold two to three stand-alone CLEs. Ms. Tatman informed the Committee that Perkins Coie has volunteered to host one quarterly CLE if necessary for budget needs.

##### **b. Outreach Subcommittee**

Mr. Tongue reported that the subcommittee will meet before the May Committee meeting. The subcommittee will strategize and brainstorm regarding people to meet with to progress goals under the legislative subcommittee, including the Secretary of State, and Peter Threlkel, Director of the Corporation Division. The Committee discussed inviting Mr. Threlkel to the Committee’s monthly meetings, and Ms. Edwards said volunteered to include Mr. Threlkel on the monthly e-mail invitation. The outreach subcommittee will also extend an invitation to Mr. Threlkel.

##### **c. Communications Subcommittee**

Ms. Sasaki had nothing new to report regarding the newsletter. Mr. Tarr was unable to attend the meeting, but Ms. Barkley reported that an update to the website to include a Castles Award page has been completed but just needed to be published. She is working with the IT department at the OSB to publish the page. She has biographies for the last three Castles Award recipients, but still needs to located biographies for other prior recipients.

##### **d. New Business Lawyers Subcommittee**

Mr. Wuepper reported that the subcommittee intends to reach out to new lawyers with a survey to see how the Business Law Section can better serve new lawyers. The subcommittee will use the survey to work with the CLE, outreach and communications subcommittees to make sure goals are being met.

Mr. Wuepper reported that the Tax and New Law Lawyers Sections are holding a joint social for new lawyers and recommend that the Business Law Section participate. After motion duly made and seconded, the Committee unanimously approved the motion to participate in the joint social.

## **5. Legislative Subcommittee**

### **a. Proposed Legislation**

Mr. Lenhart and Mr. Hall reported regarding HB 2191. The bill will likely move out committee the coming Tuesday, and the subcommittee's recommendation is that the Business Law Section should not take a position regarding the bill and remain neutral. Mr. Hall explained that the bill would create a new cause of action against company personnel who knowingly participate in misstatements that can cause ascertainable damages. The bill also addresses the Department of Justice's concern regarding shell companies, and requires that articles of incorporation or organization identify an authorized person and/or physical address. The bill would also provide a mechanism for the Department of Justice to dissolve a company if an authorized person does not respond to the Department of Justice.

### **b. Uniform Limited Liability Company Act**

Mr. Denton proposed that the Committee do more legwork, including talking to the Bar before making a recommendation to pursue a project to propose revisions to the Oregon Limited Liability Company Act. Mr. Lenhart volunteered to follow up with Ms. Grabe at the Oregon State Bar and then present and plan to the Committee.

The Committee briefly revisited why it may want to pursue the project. Comments were made that the Oregon Limited Liability Act in its current state is antiquated and could be made more friendly and affordable for Oregon businesses. Another goal is to harmonize the Oregon Limited Liability Company Act with other states.

## **6. Other Business**

Mr. Denton reported that an ABA Business Bar Leaders Conference will be held in May in Chicago, IL. The past two Committee chairs have attended. Much of the costs are covered, other than a small amount for hotel costs. The Committee agreed that making and having contacts in other states, especially in light of the potential project to revise the Oregon Limited Liability Company Act, would be valuable. After motion duly made and seconded, with Mr. Denton abstaining, the Committee unanimously approved the motion to cover hotel costs and other incidental expenses for Mr. Denton to attend the conference.

The Committee briefly discussed the OSB annual awards and to consider nominations.

## **7. Adjournment**

There being no further business, the meeting adjourned at 12:47 p.m.