

OREGON STATE BAR BUSINESS LAW SECTION  
EXECUTIVE COMMITTEE

MINUTES OF MEETING

August 27, 2014

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, August 27, 2014, at the offices of Lane Powell, 601 S.W. Second Avenue, Suite 2100, Portland, Oregon 97204, pursuant to notice duly given. The meeting commenced at 12:05 p.m.

The following Committee members, constituting a quorum, were present at the meeting: Justin Denton, Kenneth Haglund, David Ludwig, David Matheson, and Tyler Volm, and via teleconference Lorie Hancock, Holley Franklin, Valerie Sasaki and Ambyr O'Donnell.

Also in attendance at the meeting were Carole Barkley, and 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 May 28, 2014.

2. Bar Liaison Report. October 2, 2014 is the swearing in ceremony for newly admitted lawyers held in Salem. The Section can send a representative or materials. Need to decide by late September. Tabled until the next meeting in September.

3. Treasurer's Report. Kenneth Haglund reported \$90,000 in the Section's account at the end of July. Spending more than we brought in, but the Committee has previously discussed trying to spend down the large balance. The Section has 986 total members, most of which are dues paying members.

4. Subcommittee Reports.

a. CLE. Kenneth Haglund reported that the annual CLE will be held on November 7, 2014 at the Multnomah Athletic Club. Break-out sessions in the morning. Minor changes to proposed schedule based on comments from Kes with the OSB. Committee members are working on getting speakers. Shooting for September for distribution of brochures.

After a motion duly made and seconded, the Committee unanimously approved the November 7 date and sponsoring lunch again this year. The Committee then discussed potential speakers. Chris Hall was suggested for acquisitions and Niel Nathanson for buy-sell agreements.

b. Planning. David Ludwig reported that completion of business plan is primary goal.

c. Newsletter and Website. No report.

d. Social. Lorie Hancock and Holley Franklin reported that they are planning event in Central Oregon. Lunch and CLE Friday in September, likely on September 19, 2014, with a topic of "reviewing choice of entity under the new tax laws". The Committee discussed taping the CLE

and uploading it to the Section's website, but that may be more difficult in Central Oregon vs. Portland.

5. Other Business.

a. Section Business Plan. Business plan discussion tabled.

b. Castles Award. David Matheson will take the lead and will send out email to Section Members asking for nominations, which are currently low.

c. Nominating Committee. The Section's bylaws require it to establish this committee to be made up of two members of the Executive Committee and one member of Section at large. Ben Lenhart and Kyle Wuepper were nominated, and will select the third member from the Section at large. Committee members should send them good candidates.

d. Retreat Follow Up. Good retreat where the Committee accomplished a lot. The Committee will look to late January/early February 2015 for next year's retreat, which it tried to do this year, but the Portland area had a snow storm that prevented travel.

e. Other. The Committee discussed Carole Barkley's contract (after she excused herself from the meeting). OSB wants the Committee to switch from an hourly wage to a flat fee to avoid an employment relationship and the new contract also removes annual renewal aspect. Bar counsel sent the Committee a contract that has Ms. Barkley preparing one newsletter per year, but that is in flux, and also has her doing website maintenance/updating.

Bar counsel suggested a 16% increase over 2013, and Ms. Barkley asked for a 20% increase. Annual compensation is about \$8,500. Ms. Barkley posts new articles to the website, updates the calendar, and keeps the Section's membership rolls up-to-date.

After a motion duly made and seconded, the Committee unanimously approved renewing Ms. Barkley's contract for another year under the new terms.

There being no further business to discuss, the meeting adjourned at 12:50 p.m.

Respectfully submitted,  
Tyler J. Volm, Secretary