

OREGON STATE BAR BUSINESS LAW SECTION  
EXECUTIVE COMMITTEE

MINUTES OF MEETING  
JANUARY 22, 2010  
4:00 PM

A regular meeting of the Executive Committee of the Oregon State Bar Business Law Section (the Section) was held at 4:00 pm on Friday, January 22, 2010 at Davis Wright Tremaine, 1300 SW Fifth Ave., Suite 2300, Portland, Oregon 97201 pursuant to notice duly given. A quorum was present. The following members of the Executive Committee attended the meeting either in person or by telephone: Tavo Cruz, Sara Gray, Jason Dalton, Michelle Druce, Sally Anderson-Hansell, David Wang, Kyle Wuepper, Ambyr O'Donnell, Tim Jackle, Chris Hall, Andrew Ognall.

Other attendees: Carole Barkley, Paul Neese (OSB)

Tavo Cruz called the meeting to order and served as chair. Michelle Druce kept the minutes.

1. Approval of November Minutes: Chris Hall motioned to approve the November 13, 2009 minutes of the Executive Committee as amended (add Carole as attendee and revise to indicate Dave Frohnmayer is receiving a distinguished service award). Michelle Druce seconded the motion and the meeting minutes were approved.

2. Bar Liaison Report: Paul Neese reported. Paul Nickell at the OSB is looking for an article on the topic of advising small and family owned businesses.

3. Corporation Division: No report.

4. Treasurer Report/Budget: Sally Anderson-Hansell reported. The last report from the OSB was November, 30 2009 and there were no new members. There was an operating deficit of \$10,000 which was anticipated. The fund balance as of November 30, 2009 was \$95,000; therefore the deficit did not have a negative impact.

5. Legislative Committee: Chris Hall reported. Chris sent an e-mail out in December regarding the items being considered. A committee meeting was held on January 12, 2010. There are updates in Delaware addressing bad caselaw (director and fiduciary duty). They are looking at addressing converting from a non-Oregon corporation to an Oregon corporation. The Secretary of State's office will need to be involved in this issue. Presently this is addressed by merger rather than a simple conversion. The Executive Committee discussed the "Other Constituency" statute proposed changes. The Section was asked to take the proposed changes up as an OSB bill. Nike is working on this issue too, but won't be ready for the group to give input by the required March date. The committee will set this aside and not move ahead until Nike has moved forward. If the review/discussion process is not completed in time for deadline, the Section could support but not sponsor the legislation.

6. The Oregon Business Lawyer/Lewis & Clark Update: Candice Carr sent a written update. She will be meeting with the Lewis & Clark law students the first or second week of February. She would like someone else on the Executive Committee to be part of the editorial process. Sara Gray will contact Candice about this.

7. Castles Award: Sara Gray reported. Forty people have signed up for the event at the Governor Hotel. Dave Frohnmayer will do a presentation. Jaqua family members will attend on behalf of John Jaqua. Sara requested help to staff the check-in process. Also, the Executive Committee will need to determine who will acknowledge Dave and present his award.

8. New Business & Plans for 2010: Tavo Cruz reported. The Executive Committee discussed the meeting schedule and meeting time for 2010. Meetings will continue to be held on the third Friday at 4:00 pm.

However, the next meeting (February) will be held the last Friday of February. There will be no meetings held in April, July, August and December. Meetings will be held in May, June, September, October, and November. Lewis & Clark Law School is having a Legal Specialties Lunch and they are looking for people to attend on February 19, 2010 to discuss career paths with the students. Executive Committee members agreed that a survey of Section members would be a good idea. There is interest in doing more CLEs and forming a subcommittee to help Dean Alterman with CLEs. Chris Hall advised there is interest in an "Understanding Financials" CLE. Another idea discussed was a practice development panel. Tavo will work on this idea. The Executive Committee also discussed enhancing the website and adding memos to the website. Carole Barkley suggested having a subcommittee to review the website and offer suggestions. Tavo will send out an e-mail to let Section members know there are opportunities to get involved and find out who is interested. Tavo will contact Jeff Cronn to discuss the Legal Opinion subcommittee. The Executive Committee discussed the idea of Business Courts at the last meeting. Chris Hall reported that Justice De Muniz is interested in this concept and there will be a meeting soon. Chris will see what opportunities there are for the Section to participate. </o>

9. Adjourn There being no further business, the meeting adjourned at 5:00 pm.

Respectfully submitted,

Michelle Druce, Secretary