

OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE

MINUTES OF MEETING

January 20, 2012

4:00 p.m.

A meeting of the Executive Committee (the "Committee") of the Oregon State Bar Business Law Section (the "Section") was held at 4:00 p.m. on Friday, January 20, 2012, at the offices of Lane Powell PC, 601 SW Second Avenue, Suite 2100, Portland, Oregon, pursuant to notice duly given. Due to technical difficulties, the meeting commenced at 4:14 p.m.

The following Committee members, constituting a quorum, were present at the meeting, in person or via teleconference: Justin Denton (via teleconference), Michelle Druce (via teleconference), Holley Young Franklin (via teleconference), Kenneth Haglund, Edward Impert (via teleconference), James Kearney (via teleconference), Benjamin Lenhart, Greg Mallory (via teleconference), David Matheson, Ambyr O'Donnell (via teleconference), Matthew Newell (via teleconference), and Kyle Wuepper (via teleconference).

Also in attendance at the meeting were: Carole Barkley, Chris Hall (via teleconference), Kenneth Mitchell-Phillips, Paul Neese (via teleconference), and Peter Threlkel (via teleconference).

1. Introductions. Kyle Wuepper, the Chair of the Committee, reviewed with the Committee the Section's mission statement and coordinated introductions of all persons in attendance.
2. Prior Board Minutes. After a motion duly made and seconded, the Committee unanimously approved the minutes of the Committee meeting held November 18, 2011 at which a quorum was not present.
3. Executive Committee Meeting Schedule. After discussion, the Committee agreed that Committee meetings for 2012 would be held on the third Thursday of each month at noon, other than the months of August and December during which no meeting would be held.
4. Bar Liaison Report. Paul Neese reviewed for the Committee his role as bar liaison and the resources available to the Committee. He also indicated that the manual for bar leaders is available online through the bar website.
5. Corporation Division Report. Peter Threlkel reviewed with the Committee recent statistics, noting that (a) 376,500 businesses are registered in Oregon, (b) for the first time ever the number of limited liability companies exceeds the number of assumed business name registrations, and (c) 200,000 Uniform Commercial Code financing statements are on file. He further indicated that the Corporation Division is developing an electronic filing system for UCC filings, the pilot for which is expected to launch soon.

6. Treasurer Report/Budget. Ambyr O'Donnell provided the Committee a general status update indicating, among other things, that (a) any 2011 expenses to be reimbursed needed to be submitted by January 23, 2012, and (b) a preliminary Section report will be ready by the end of the month. She also indicated that there are currently 1,111 members of the Section.

7. New Business.

a. Committee Goals. Kyle Wuepper discussed with the Committee that the Committee's goals for the Section need to be submitted to the Oregon State Bar in the near term and indicated that one goal he would like to see for the Committee is improved member communication. This issue was tabled for further discussion at the next meeting.

b. Subcommittees. Kyle coordinated a discussion with the Committee regarding service on, and updates from, the following subcommittees:

1. CLE. Justin Denton and Benjamin Lenhart will serve as co-chairs of the subcommittee. David Matheson and Ambyr O'Donnell will also serve on this subcommittee.

2. Legislative. Chris Hall and John Thomas will continue serving on, and leading, this subcommittee despite the fact that they are not current members of the Committee. Chris Hall advised the Committee that consideration needs to be given for any legislation desired for the 2013 legislative session and that the deadline for any submission is April 1, 2012. Chris Hall indicated that several proposals are currently being considered in the shortened 2012 legislative session, including the B corporation statute (submitted by Ater Wynne) and an amendment to the Oregon Nonprofit Corporation Act (for purposes of exempting single member nonprofit corporations in which the sole member is a natural person from the annual meeting requirement). The Committee then discussed the latter without reaching a consensus on whether the Committee should endorse such amendment.

3. Website. Kenneth Haglund will serve as chair of the subcommittee. Edward Impert and Greg Mallory will also serve on this subcommittee.

4. Business Outreach. Sara Gray and Kenneth Haglund will serve as co-chairs of the subcommittee. James Kearney will also serve on this subcommittee.

5. Social Committee. Lorrie Harris Hancock and Matthew Newell will serve as co-chairs of the subcommittee.

6. Newsletter (*The Oregon Business Lawyer/Lewis & Clark Update*). Michelle Druce will serve as chair of the subcommittee. Holly Young Franklin, Kyle Wuepper and Kenneth Haglund will also serve on this subcommittee.

7. Adjournment. There being no further business to discuss, the meeting adjourned at 5:05 p.m.

Respectfully submitted,

Benjamin G. Lenhart, Secretary