

OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE

MINUTES OF MEETING

January 17, 2013

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 Thursday, January 17, 2013, at the offices of Tripwire Inc., 101 SW Main Street, Suite 1500, 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: Kenneth Haglund, Benjamin Lenhart, Ambyr O’Donnell, David Ludwig, Tyler John Volm and Kyle Wuepper, and, via teleconference, Justin Denton, Edward Impert and Holley Young Franklin.

Also in attendance at the meeting were Carole Barkley and Dani Edwards, OSB Liaison, and, via teleconference, Chris Hall, John Thomas and Peter Threlkel.

1. Introductions. Ambyr O’Donnell, the Chair of the Committee, reviewed with the Committee the Section’s purpose, and coordinated introductions of all persons in attendance.
2. Bar Liaison Report. Dani Edwards provided an update to the Committee on the Bar’s activities, including that the Bar is bringing its listserv in-house and adding helpful features.
3. Prior Committee Minutes. After a motion duly made and seconded, the Committee unanimously approved the minutes of the Committee meeting held September 20, 2012.
4. Legislative Update. Chris Hall provided a brief update on legislative proposals that had been submitted, and new proposals described further below. Ambyr O’Donnell stated that she received a notice from the Bar that it will provide legislative bill tracking if desired. The Committee discussed the process required by the Bar to take a position on any pending legislation, and noted that the rules have not changed, but that any position must be disclosed to and approved by the Bar before the Committee takes the position.
5. Treasurer Report. Ambyr O’Donnell reported that (a) the account balance is approximately \$106,000, and (b) that there are just over 1,000 members of the Section, which is about 100 less members compared to last year. The Committee discussed the sizable balance, spending from last year and opportunities to spend the funds for the benefit of members.
6. 2013 Meeting Schedule and Locations. After discussion, the Committee agreed that Committee meetings for 2013 would continue to be held on the third Thursday of each month at noon, with rotating venues. Ambyr O’Donnell indicated that she will send Outlook invites for the meetings, and request firms to sign up to host future meetings. The Committee discussed the location and hosting of meetings. After a motion duly made and seconded, the Committee

unanimously approved reimbursement of lunch expenses incurred in connection with Committee meetings.

7. New Business.

a. Retreat Summary. Kyle Wuepper provided a summary of the Committee retreat in October at Salishan. Kyle gave an overview of the schedule and sessions. Attendees at the retreat all agreed that the retreat was time well spent, and that a substantial amount of work was accomplished. The Committee discussed a possible 2013 retreat, and the timing thereof, and there was general consensus that the retreat should be earlier in the year due to end of year changes in Committee membership.

b. Goals. Ambyr O'Donnell discussed with the Committee that the Committee's goals for the Section need to be submitted to the Bar in the near term and indicated that one goal she would like to see for the Committee is a greater sense of community among business lawyers in Oregon. The Committee discussed networking and member benefits.

c. Participation from Non-Committee Members. The Committee discussed generating participation from non-Committee members as "advisory committee" members or otherwise. There was general consensus that participation from non-Committee members would be beneficial. The Committee discussed participation from willing non-Committee members on subcommittees, and sending an email to the listserv to invite participation from such members.

d. Subcommittees. Ambyr O'Donnell coordinated a discussion with the Committee regarding service on the following subcommittees:

- CLE. Benjamin Lenhart will serve as chair of the subcommittee. Justin Denton, Kenneth Haglund and Tyler John Volm will also serve on this subcommittee. The Committee discussed last year's full day CLE, and possible full day or quarterly CLEs in 2013.
- 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. The Committee discussed the need to add interested Committee members to this subcommittee to provide a smooth transition if and when Chris and John no longer serve in this capacity.
- Newsletter. Kyle Wuepper will serve as chair of the subcommittee. Kenneth Haglund will also serve on this subcommittee. The Committee will ask David Kopilak to also serve on this subcommittee. Kyle discussed past difficulties in working with law students to complete articles, and that print versions of the newsletter may be beneficial for members.
- Outreach. After discussion, the Committee agreed that there would be no outreach subcommittee in 2013.
- Social. The Committee will ask David Matheson to serve as chair of, and Lorrie Harris Hancock and Holley Young Franklin to serve on, this subcommittee. Note that Holley Young Franklin had to leave the meeting before the subcommittee discussion.

- Website. Edward Impert will serve as chair of the subcommittee. The Committee will ask other members of the Committee to join this subcommittee at later meetings.
- Planning. After discussion, the Committee decided to combine the proposed retreat planning, business plan and special projects subcommittees into a planning committee. David Ludwig will serve as chair of the subcommittee. Justin Denton and Tyler John Volm will also serve on this subcommittee.

8. Additional Legislative Update. Steve Naito called into the meeting and provided an update on proposed revisions to ORS 63.259 relating to charging orders, which would track Section 503 “Charging Order” of the Revised Uniform Limited Liability Company Act. The Committee discussed possible defects in the current statute, and asked questions regarding the proposed revisions and the process required by the Bar if the Committee later decided to endorse the proposed revisions. Committee members were invited to review the revisions further and ask questions of Steve Naito and Chris Hall after the meeting. The Committee will discuss the proposed revisions at its next meeting in February.

9. Adjournment. The Committee determined that the next meeting will be held at the offices of Lane Powell PC. There being no further business, the meeting adjourned at 1:08 p.m.

Respectfully submitted,
Kenneth Haglund, Secretary