

**OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE**

MINUTES OF MEETING

July 22, 2015

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, July 22, 2015, at the offices of Stoel Rives LLP, 900 S.W. Fifth Avenue, Portland, Oregon 97204, pursuant to notice duly given. The meeting commenced at 12:00 p.m.

The following Committee members were present at the meeting: attending in person were David S. Matheson, David R. Ludwig, James M. Kearney, Thomas M. Tongue, and Tyler John Volm; and attending via teleconference were Justin B. Denton and Kyle D. Wuepper. The Committee members present did not constitute a quorum.

Dani Edwards (Oregon State Bar ("OSB") Liaison) also attended the meeting.

1. Prior Committee Meeting Minutes. Mr. Matheson deferred the consideration of the minutes for the May 27, 2015 and June 24, 2015 meetings until the Committee's September meeting. He also reported that the Committee will not hold a meeting in August.

2. Legislative Update. Christopher Hall was not in attendance at the meeting. Mr. Matheson deferred the discussion of recent legislative action for this reason to the Committee's September's meeting.

3. Treasurer's Report. The Section's Treasurer, Mr. Denton, reported that the Section's fund balance totaled slightly more than \$80,000 and had actually increased by approximately \$1,000 over the course of the month. He also reported that nine new persons became members of the Section during the last month.

4. Subcommittee Reports.

a. CLE. Mr. Matheson reported that planning for the CLE to be held in November 2015 was on track. He also reported that the quarterly CLE the Section held on July 16, 2015, was a success.

Mr. Wuepper also reported that the CLE held in Bend on June 26, 2015, was likewise a success. He reported that the number of persons wishing to register for the CLE exceeded the number of spaces available. He reiterated that the topic for the first hour was cannabis and the topic for the second hour was crowd funding.

The Committee members discussed and supported gifts for those who assisted the subcommittee members (e.g., their legal assistants) in planning and putting on the CLEs, such as Starbucks gift cards.

b. Social/Planning. Mr. Ludwig asked that Messrs. Tongue and Volm, who are heading up planning the Eugene and accountant social events, respectively, report on the status of each of these events. Mr. Tongue reported that he reached out to a colleague in Eugene, Ron Roberts, to discuss scheduling a Eugene event. He said that he has a couple of other Eugene attorneys that he can reach out to if his discussions with Mr. Roberts do not work out. He asked

Mr. Roberts to advise him the events that he believes may work best in Eugene, including considering scheduling a CLE instead of a social event only.

Mr. Matheson asked if the July 16, 2015 CLE could be reprised in Eugene. Mr. Tongue stated that he liked that CLE and believed that it could be replicated in Eugene.

Mr. Volm reported that the certified public accountants favored holding the joint social event sometime in October. He said that the Committee had talked about having the event at the outdoor venue at Departure in downtown Portland. However, he said he will explore booking that venue's indoor space and not its outdoor space given the time of year when the event will be held.

Mr. Matheson instructed Mr. Volm to go forward with booking the indoor space at the Departure and to target the event for sometime during the last two weeks of October. Mr. Volm proposed either October 20, 21, or 22.

5. Other Business.

a. Student Scholarships. Mr. Matheson reported that letters to the recipients of the scholarship were on his desk ready for him to sign and then be sent to such recipients.

b. Corporate/LLC Code Revision Project. Benjamin Lenhart was not in attendance at the meeting. Mr. Matheson deferred the discussion of the project for revising the Oregon Business Corporation Act or the Oregon Limited Liability Company Act to the Committee's September meeting.

6. Bar Liaison Report. Ms. Edwards brought the Committee up to date with respect to the proposed policy changes of the OSB Board of Governors (the "BOG") affecting all of the OSB's sections, including this Section.

As a preliminary matter, she reminded Committee members that the OSB's general counsel is required to review all contracts with third parties for section events. Second, she said that all events that sections schedule are required to be ADA compliant. Third, a section cannot use any part of its fund balance to pay for alcohol at any of such section's events.

Ms. Edwards then turned to the BOG's proposed policy changes. She said that the BOG will now require that all CLEs lasting less than three hours will be required to use the OSB's registration services. Sections scheduling CLEs lasting three hours or greater will be required to be co-sponsored by the OSB. The OSB will negotiate with the venue at which the CLE will be taking place for CLEs of this length. She said that the OSB will split any profit equally with the section.

Ms. Edwards said the next area that the BOG focused on was each section's website. She reported that the OSB will host all section websites. She reported that one area that has been a struggle to maintain is the online membership directories. She said the OSB will now directly control the maintenance of the membership directories in the future.

Ms. Edwards also offered feedback on other areas that the BOG is evaluating. With respect to section fund balances, she said that the OSB has not actually yet conveyed to sections its ideas concerning fund balance levels. She said that the aggregate fund balances total approximately \$700,000. She said the BOG did not want membership fees coming without the section providing any services to such members. She said that one of the BOG's suggestions under these circumstances is for a section to decrease such section's annual membership fees.

Ms. Edwards also reported that the BOG discussed alternative structures for the sections. She said that the OSB currently has 42 sections which is a higher number than most other states. She said

that California only has 16 sections. She said that the BOG is considering requiring that each section maintain a designated minimum number of members. She said that the OSB only requires that a section have at least 100 members in order to be organized. Finally, she said the BOG is considering the merger of one or more sections with another section.

Ms. Edwards encouraged Committee members to convey to her any feedback with respect to the BOG's proposed policy changes. She said that the BOG expects to complete the development of its proposed policy changes by late 2016 with such changes taking effect in early 2017.

Committee members briefly discussed these proposed policy changes. They also discussed the Section's website, including its current content and the necessity to add new content to it.

7. Adjournment. There being no further business, the meeting adjourned at 1:00 p.m.

Respectfully submitted,

David R. Ludwig, Secretary