

**Oregon State Bar  
Business Law Section Executive Committee  
Meeting Minutes**

**June 14, 2017  
12:00 p.m.**

**Meeting Location:** Samuels Yoelin Kantor LLP, 111 SW 5th Ave Ste 3800, Portland, OR 97204

**Present in Person:** Valerie Sasaki, Tyler Volm, Jeffrey Tarr, Justin Denton, Benjamin Lenhart, Kara Tatman, David Post, David Ludwig and Kenneth Haglund.

**Present by Phone:** Kyle Wuepper and Douglas Lindgren.

**Also Present:** Carole Barkley, Dani Edwards (OSB Liaison), Susan Grabe (OSB Director of Public Affairs), Michael Levelle (OSB President) and Jana Hayashi (Law Clerk, Samuels Yoelin Kantor).

**Absent:** Thomas Tongue, Genevieve Kiley, Lorie Harris Hancock and Benjamin Kearney.

A quorum was present. Mr. Denton called the meeting to order at 12:00 p.m.

**1. Treasurer's Report**

Valerie Sasaki circulated information regarding the budget for the Oregon State Bar, Business Law Section ("Section"), and the Section's financial statements for the period ended April 30, 2017. Ms. Sasaki described certain line items and compliance with the Section's budget.

**2. Approve Prior Minutes**

The Executive Committee ("Committee") reviewed the draft minutes for the monthly meeting held on May 10, 2017. After motion duly made and seconded, the Committee unanimously approved the minutes for the monthly meeting held on May 10, 2017.

**3. Bar Liaison Report**

Dani Edwards described the status of certain proposed changes to the Oregon State Bar's CLE policy, the implementation of which has been delayed due to feedback from certain Bar sections. A compromise solution is being considered that would require sections to co-sponsor a CLE with the Bar only once every three years. The proposed policy changes should not have a material affect on the Section, as the Section co-sponsors its annual all-day CLE with the Bar each year.

**4. Subcommittee Reports & Discussion**

**a. CLE Subcommittee**

Tyler Volm distributed a draft annual CLE schedule to members of the Committee, which schedule outlines a proposed CLE focused on "The Life of a Deal." Mr. Volm discussed the schedule, including whether breakout sessions would be included. Mr. Volm stated that in regard to quarterly CLE seminars, the subcommittee was planning to hold one CLE in Eugene, which may be co-sponsored with the University of Oregon School of Law. Mr. Volm also reported that a legislative update CLE seminar was being planned. Mr. Denton asked the CLE Subcommittee to plan a first quarter 2018 CLE seminar, so that such seminar could occur while 2018 subcommittee appointments were being made.

**b. Outreach Subcommittee**

Tom Tongue was not present. It was noted that he had committed to buy the entire Committee drinks in the event there was no report at this meeting. Yeah, drinks on Tom!

**c. Communications Subcommittee**

Valerie Sasaki and Jeffrey Tarr confirmed that they act as Co-Chairs of the Communications Subcommittee. Ms. Sasaki reported that the subcommittee is trying to obtain articles regarding renewables, and that the subcommittee's goal is one publication at the end of the summer, and another issue in the fall of this year. Mr. Tarr noted that the subcommittee is working with Carole Barkley on updates to the Section's website.

**d. New Business Lawyers Subcommittee**

Kyle Wuepper reported that the New Business Lawyers Subcommittee had put together a 22-question survey, which will be sent to new Oregon lawyers. The subcommittee will report results to the Committee after responses are received. Mr. Volm reported that the subcommittee is putting together a joint social with the New Tax Lawyer Committee of the OSB Taxation Section in October of this year.

**5. Legislative Subcommittee**

Benjamin Lenhart reported that House Bill 2610, which incorporates electronic technology concepts into the Oregon Business Corporation Act, has passed the Oregon legislature and will become law. Mr. Lenhart also reported on the status of House Bill 2191 relating to shell companies, noting the private right of action contained therein was limited to shell companies.

Mr. Lenhart reported on the proposal to update the Oregon Limited Liability Company Act substantially in accordance with the Revised Uniform Limited Liability Company Act ("RULLCA"). Mr. Lenhart stated that if the Committee intends to work with the Oregon Law Commission ("OLC") for this legislative update, it will need to submit a proposal to the OLC soon. Susan Grabe described options available to the Committee to move forward with this legislative update, including the OLC process. Michael Levelle also described the OLC process, and his previous experience working with the OLC. After motion duly made and seconded, the Committee unanimously approved proceeding with a proposal to the OLC to update the Oregon Limited Liability Company Act substantially in accordance with the RULLCA. Multiple members of the Committee volunteered to assist with the proposal to the OLC, including Valerie Sasaki, Benjamin Lenhart, Justin Denton, Jeffrey Tarr, David Post, Kara Tatman and Kenneth Haglund.

**6. Other Business**

Michael Levelle discussed matters related to the OSB Board of Governors, including with respect to the OSB Futures Task Force.

**7. Adjournment**

There being no further business, the meeting adjourned.