

OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE

MINUTES OF MEETING

March 26, 2014

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, March 26, 2014, at the offices of Tonkon Torp, 888 SW 5th Avenue, Suite 1600, 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: Justin Denton, Kenneth Haglund, Dave Kopilak, Benjamin Lenhart, David Ludwig, Valerie Sasaki, Tyler Volm and, via teleconference, Lorie Hancock, Edward Impert, Kyle and Wuepper.

Also in attendance at the meeting were Carole Barkley and Dani Edwards, OSB Liaison, sporting a stylish new haircut.

1. Prior Committee Minutes. After a motion duly made and seconded, the Committee unanimously approved the minutes of the Committee meeting held February 26, 2014, with the last paragraph stricken.
2. Bar Liaison Report. The OSB swearing in ceremony is being held in early May. The Section can provide a take-away (postcard, flyer, etc.). The Section already offers free membership to new lawyers, and the Committee decided not to do anything else at this time.
3. Legislative Update. The Committee needs to approve three legislative updates that were previously circulated by Chris Hall. Those include:
 - a. Ratification of a Defective Corporate Act (gives dissenters a four month window to object to subsequent ratification of a defective corporate act);
 - b. Allowing corporations to file a Plan of Merger with their Articles of Merger; and
 - c. Notice of Dissenters’ Rights (currently there is no procedure, but the MBCA requires notice to shareholders before they consent, and the update could add that notice requirement and clarify Part II).

After a motion duly made and seconded, the Committee agreed to submit these legislative updates subject to one substantive change, and incorporating Jim Carney’s wordsmithing.

4. Treasurer’s Report. Kenneth Haglund reported that he is still working on the budget, and that there has been no material change.
5. Subcommittee Reports.
 - a. CLE. Kenneth Haglund reported that he has nothing to report at this time.

b. Planning. David Ludwig reported that June dates will be circulated for the Committee's rescheduled retreat at the Allison Inn.

c. Newsletter and Website. Led by Dave Kopilak, the Committee discussed ways to increase usage. With respect to submission of articles, the current process is to request submissions and the engaging in time consuming editing process. Other sections do light to no editing, and posting is in more of an open forum. Justin Denton suggested requesting that some of the larger firms submit one article per year. This would spread out the requests, and would also require less editing, since the firms will want their article to be in good shape when it is submitted. This would also increase the backlog of articles.

Substantive discussions on the Section's list serve are pretty quiet, whereas the discussions on the small firm/solo practitioner list serves appear to be heavier. David Kopilak mentioned that newer lawyers are asking for more 101-level content. The Committee discussed potential partnerships with the Multnomah Bar Association's Young Lawyers Section (which puts on a series of transactional practice basics at least every other year), and also with the Oregon State Bar (which has a mentor program in place).

d. Social. No update.

6. Other Business. Next Committee meeting is April 23, 2014 at Lane Powell, 601 SW 2nd Ave, Suite 2100, Portland, OR 97204.

There being no further business to discuss, the meeting adjourned at 12:55 p.m.

Respectfully submitted,
Tyler J. Volm, Secretary