

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

**MINUTES OF MEETING**

**March 18, 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 Thursday, March 18, 2015, at the offices of Schwabe, Williamson & Wyatt, 1211 S.W. Fifth Avenue, Suite 1900, 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, Kenneth R. Haglund, Jr., Benjamin G. Lenhart, Tyler John Volm, Justin B. Denton, and Thomas M. Tongue; and attending via teleconference were Kyle D. Wuepper, David Kopilak, and Edward C. Impert. The Committee members present constituted a quorum.

Also in attendance at the meeting were Carole Barkley (in person), Dani Edwards (Oregon State Bar (“OSB”) Liaison) (by telephone), and Kerry L. Sharp (Board of Governors (“BOG”) Contact) (by telephone).

1. Prior Committee Minutes. After discussion and after a motion duly made and seconded, the Committee unanimously approved the minutes of the Committee meeting held January 28, 2015, and February 7, 2015 (subject to the making certain minor revisions to the February 7, 2015 minutes discussed at the meeting).

2. Bar Liaison Report. Ms. Edwards reported briefly on two items. First, she advised Mr. Matheson that he is an ex-officio member of the BOG as the Chair of the Executive Committee of the Business Law Section. Therefore, he is entitled to attend the annual meeting of the BOG in November this year. Second, she advised Committee members, if they are paying any expenses for Section events, not to use their personal credit cards or cash. Instead, she encouraged them to contact the OSB to arrange for the OSB to pay such expenses directly.

3. Legislative Update. Neither Christopher Hall nor John R. Thomas were in attendance at the meeting. Mr. Matheson deferred the legislative update discussion for this reason to the Committee’s next meeting.

4. Treasurer’s Report. The Committee’s Treasurer, Mr. Denton, reported that the Section had a balance of approximately \$84,000 as of February 28, 2015. He said the Section’s expenses incurred to date now exceed its revenues resulting in a decrease in cash on hand. He also said that the Section has 945 members this year, a slightly lower number than the number of members last year.

5. Subcommittee Reports.

a. CLE. Mr. Haglund reported that the CLE subcommittee is currently planning the annual CLE scheduled for November 5, 2015, at the Multnomah Athletic Club, including discussing possible topics and speakers for such CLE. Mr. Haglund also reported that the subcommittee is discussing quarterly CLEs with the first one proposed to be scheduled in late May or early June and a second one to be scheduled in September. He said the subcommittee is considering various venues for the quarterly CLEs and scheduling them either over breakfast or at lunch.

Mr. Wuepper also reported that he and Ms. Hancock are discussing tentatively scheduling a three hour CLE in Bend followed by appetizers and no-host bar on June 26, 2015. He said they are discussing topics and venues for that CLE.

b. Social/Planning. Mr. Ludwig reported that the Social/Planning Subcommittee had not yet met. He said that he will schedule a meeting of the subcommittee before the Committee's next monthly meeting. He also said that he supported social events outside of Portland, including Eugene in particular.

c. Website/Content. Ms. Edwards first reported that all Section websites will be migrated to WordPress Platform by July 2016 to standardize all such websites and to conform them to the OSB's "brand." She said that the OSB will create a template for each Section to use by this summer in order for each Section website to have a standard "look." Mr. Matheson then asked the Committee members for their comments on the Section's website. The Committee members expressed their support for updating and freshening the Section's website. The Committee members also discussed the Section's current contract for the maintenance of its website which ends June 30, 2015. Ms. Edwards reported that the OSB will charge only \$15 per year to maintain the Section's website on the WordPress Platform. However, she said that the Section may continue to employ a separate webmaster to maintain the Section's website. Mr. Tongue agreed to coordinate with Ms. O'Donnell, the Chair of the Website/Content Subcommittee, beginning the process of updating and freshening the Section's website.

6. Other Business.

a. Student Scholarship Criteria. Ms. Edwards reported that, if a Section wishes to award scholarships, then each Section is required to have written criteria for the selection of the persons to be awarded scholarships and a procedure for their selection. Mr. Matheson asked Ms. Edward if the Section may ask each Oregon law school to develop its own criteria for the selection of a student to be awarded a scholarship. Ms. Edwards reported that the Section may ask law schools to define the criteria for selecting a student for an award, such as a writing requirement or the highest grade in the class. The Committee members expressed a desire that the selection criteria be based on not just grades, but other criteria. The Committee members then discussed the specific Committee member who will contact each Oregon law school to coordinate the selection and award of a scholarships. The Committee members felt that for the most part the recipients should be third year students at each school. Mr. Matheson concluded that the Committee will discuss with each law school the specific criteria to use and then will send to the OSB the criteria that the Section will use to select scholarship recipients and the process it will use to select such recipients.

b. Charitable Contributions. Mr. Matheson reported that he advised the Campaign for Equal Justice and the Oregon Minority Lawyers Association ("OMLA") that the Section will not be making any contributions to them this year. He reported that each organization understood the Section's policy concerning charitable contributions. He said that the OMLA supported the Section's proposal to offer free admission to the Section's CLEs for OMLA members.

c. Corporate/LLC Code Revision Project. The Committee members discussed the ongoing desire to freshen up and modernize each of the Oregon Business Corporation Act and the Oregon Limited Liability Company Act. The Committee members also discussed the ongoing need to begin that project and to contact key persons who may have an interest in spearheading that project, including discussions with people who participated in the 1987 legislative revisions to the Oregon Business Corporation Act.

7. Adjournment. There being no further business, the meeting adjourned at 12:45 p.m.

Respectfully submitted,

David R. Ludwig, Secretary