

OREGON STATE BAR BUSINESS LAW SECTION  
EXECUTIVE COMMITTEE

MINUTES OF MEETING  
MAY 18, 2007  
4:00 PM

A regular meeting of the Executive Committee of the Oregon State Bar Business Law Section (the “Section”) was held at 4:00 pm on Friday, May 18, 2007 at Stoel Rives LLP, 900 SW 5<sup>th</sup> Ave., Suite 2600, Portland, 97204 pursuant to notice duly given. A quorum was present. The following members of the Executive Committee attended the meeting either in person or by telephone:

Jason Brauser	Gustavo Cruz	Andy Morrow
Pat Chapman	Sally Anderson-Hansell	Jason Dalton
Andrew Ognall	Michelle Druce	Paul Taylor

Dick Roy, Jim Kennedy, Clifton Molatore, Paul Taylor, Carole Barkley, Susan Grabe, Amelie Welden, Tom R. for Peter Threlkel (UCC Division) also attended.

Jason Brauser called the meeting to order and served as chair. Michelle Druce kept the minutes.

1. Approval of March Minutes. The minutes for the March 16, 2007 meeting of the Executive Committee were approved.
2. Treasurer’s Report/Budget. Jason Brauser reported for Brenda Meltabeke that the 2007 budget is at 96% revenue target and is doing well.
3. Bar Liaison Report.

Amelie Welden reported:

- (a) Carson Award luncheon will take place
- (b) The OSB is seeking nominations for other awards. Section chairs will receive nomination forms. August 17, 2007 is the deadline.
- (c) A new public service program will run on public access stations
- (d) A dues increase will impact Annual Meeting date

4. Corporation Division Report. Tom R. reported assumed business names filings have been online for four months and there is a large increase in filings. 43% are now filed online. The Division hopes to add LLC filing online by the end of the summer. Model acts are being promoted by NCCUSL.  
Tom reported new & pending legislation impacting the Section and the Division:  
HB 3182 --task force to look at beneficial interest information. Bill has passed the House  
HB 2090 -- filings required to be rejected if documents include SSNs  
HB 2091 – lower UCC filing fees (passed)

SB 684 -- filings for going out of business (still being amended)

5. Legislative Committee Report. Chris Hall reported how the OSB and Section work together in the legislative process. The OSB provides Section information regarding numerous pending bills & a report is sent. If Section wants to take a position, this decision moves to the OSB and the Board of Governors to keep all in unison.

Chris summarized the following pertinent legislation:

SB 970 --non-competition

HB 2826 -- (Rich Williams May 3, 2007 memo provided); potential concern in legislation is “or directing”

Chris discussed concerns raised due to “or directing” language in HB 2826. Dick Roy and Jim Kennedy discussed the concerns raised by Rich Williams.

Susan Grabe described the Public Affairs Program of the OSB. There are tight timelines in the OSB and Section’s roles in the legislative process. There are 10 lawyer legislators. Bar groups provide an important technical resource in the legislative process and it is important for the Section to be involved in the process. Susan discussed proposed legislation to move Oregon to an annual legislative schedule.

6. ABA Model Act – Chris Hall advised that there is no new report

7. Financial Institutions/Commercial Finance Financial Institutions – Clifton Molatore reported that the committee is planning a new legislation CLE and will plan a CLE to take place at the OBA’s Winter Meeting.

8. CLE/Annual Meeting – Dean Alterman reported that he has two potential speakers for a CLE covering shareholder rights & corporate responsibility. The Section has money to spend on CLEs. Ideas are needed for CLE at the annual meeting.

9. Legal Opinion Committee – Jason Brauser reported for Jeff Cronn. An e-mail was sent out to solicit interest in this committee and several people expressed interest. Jeff plans to hold a committee meeting this month. The goal is to put together a model form for business law practitioners.

10. Oregon Business Lawyer -- Andrew Ognall reported that the committee consists of one person and needs additional members. He received an article the prior week and should have enough articles to publish. Succession planning will be discussed at planning meeting on May 19, 2007.

11. Regional Outreach – Sally Anderson-Hansell reported that this topic will be discussed further at the planning meeting on May 19, 2007.

12. Website/Business Practice Tools/Business Lawyer University – Carole Barkley reported that website usage has increased; however it is half of what it was last year. The Member Forum is posted at the top of the site, however usage is low. Important for

Section to find things to engage members on the website. The website vendor has been addressing the website issues. Jason Brauser reported that the Business Lawyer University will be discussed further at the planning meeting on May 19, 2007.

13. Sustainability in the Legal Profession Jim Kennedy and Dick Roy presented information regarding sustainability in the legal profession. There is a committee and a task force. The three Oregon law schools are involved and Dick Roy is the liaison. A report will be prepared in November and published. Primarily larger firms are addressing sustainability. Dick Roy provides CLEs and sustainability leadership training. Dick and Jim discussed history of HB 2826 and addressed concerns raised.

14. Castles Award Committee. – Jason Brauser reported. The committee will develop criteria and a process. The plan is to send information to the Section in July/August. The committee will vet nominations. The award may not be given out every year.

15. Other. – The Executive Committee approved \$250 for the OMLA summer program.

16. Adjourn. – There being no further business, the meeting adjourned at 5:20 pm.

Respectfully submitted,

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Michelle Druce, Secretary