

OREGON STATE BAR BUSINESS LAW SECTION  
EXECUTIVE COMMITTEE

MINUTES OF MEETING  
SEPTEMBER 18, 2009  
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, September 18, 2009 at Roberts Kaplan LLP, 601 SW 2<sup>nd</sup> Ave. Suite 1800, 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:

Andrew Ognall	Candice Carr	Sara Gray
Michelle Druce	Jason Dalton	Sally Anderson-Hansell
Gustavo Cruz	Dean Alterman	Paul Taylor
Chris Hall	Abe Cable	Kevin Thomas
Andy Morrow	Pat Chapman	Tim Jackle

Attendees: Paul Neese (OSB), Susan Grabe (OSB)
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Andrew Ognall called the meeting to order and served as chair. Michelle Druce kept the minutes.

1. Approval of July Minutes: Dean Alterman motioned to approve the minutes of the July 23, 2009 meeting of the Executive Committee. Andrew Morrow seconded the motion and the meeting minutes were approved.
2. OSB Report: Susan Grabe reported regarding the OSB Law Improvement process. April 1, 2010 is the deadline for the 2011 session (no choice about the dates). Bills can only be submitted in the regular session. The OSB will have a meeting at the OSB office to carefully vet proposals. The plan is to walk through all proposals with the bar leaders before the deadline. The proposals will go to Salem for pre-session filing. Each OSB section should try to limit to three bills. The "Capital Insider Newsletter" is trying to develop legislative grassroots efforts on overarching issues & develop relationships with local legislators. Susan Grabe also reported on the eCourt initiative. The Chief Justice is working hard to improve technology in the courts. The courts have started eFiling. The eCourt initiative is a whole change in how courts are doing business. They are working on uniform naming conventions, uniform forms, etc. Additional information is contained in the memo dated August 19, 2009 in the packets provided. Decisions are being made regarding what will be available to the public and what is considered confidential. There is a draft UTCR 22 (in packet provided). The court wants feedback asap. The OSB will push for getting feedback in October/November and the OSB will compile the feedback. Information about this initiative was sent out to several Bar sections.
3. Annual Meeting/Castles Award : October 26<sup>th</sup> is the likely date for Castles Award presentation. Zells has been the vendor for the award in prior years. Zells does not take award orders now due to bankruptcy. Zells provided suggestions for other vendors & a new vendor will need camera-ready artwork.
4. Nominating Committee: Andrew Ognall reported. Per the Section bylaws, a Nominating Committee is required. Andrew Ognall and Gustavo Cruz will be members. Jason Brauser was suggested as a non-Executive Committee member. The Executive Committee needs names of possible Executive Committee members outside of Portland. Paul Neese suggested contacting Margaret Robinson at the OSB regarding using electronic voting for officers of the Section. Chris Hall motioned to approve the Nominating Committee members and Michelle Druce seconded the motion. The motion was approved.

5. Treasurer Report/Budget: The budget is due December 1 to the OSB. The Section needs to consider what it will do next year for purposes of planning the budget.
6. Oregon Business Lawyer/Lewis & Clark Report: Chris Hall and Candice Carr provided a copy of the *Oregon Business Lawyer* draft & it looks great. It includes an article on sustainability on the first page.
7. CLE: Dean Alterman reported. There are two open slots in the CLE schedule. Speaker invitations have been sent out. Topics are “Nuts & Bolts of Forming an Entity”, “Drafting Buy/Sell Agreements”, “Employee Handbooks & Policies”, “Documents Employees Should Sign/Avoiding Liability & Protecting Assets”, “Leasing Office & Retail Space”, “Adding New Owners & Buying Out Retired or Departing Owners”, “Financing & Capital Structure Considerations”, “Legal Ethics – When a Business does business with its Owners”. There is no lunch speaker. The date is December 3, 2009 at the Convention Center.
8. Sustainability Bill: Andrew Ognall reported. A meeting was held this week to talk again about this bill. It died at the last minute during the last session. It was suggested that the bill be brought through the OSB Law Improvement process. The bill will be circulated again. The Executive Committee will look at it again and decide whether to support it through the process.
9. Adjourn There being no further business, the meeting adjourned at 5:05 pm.

Respectfully submitted,

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Michelle Druce, Secretary