

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

MINUTES OF MEETING

September 21, 2016

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, September 21, 2016, at the offices of Farleigh Wada Witt, 121 S.W. Morrison Street, Suite 600, 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 Kenneth R. Haglund Jr., Benjamin G. Lenhart, David R. Ludwig, Justin B. Denton, David G. Post, and Tyler John Volm; and attending via teleconference were Kyle D. Wuepper, Ambyr M. O'Donnell, Douglas K. Lindgren, and Genny Kiley. The Committee members present constituted a quorum.

Dani Edwards (Oregon State Bar Liaison) (via teleconference) and Carole Barkley also attended the meeting.

1. Bar Liaison Report. Ms. Edwards reported that the Oregon State Bar ("OSB") is discussing two items. First, the OSB wishes to keep a database of all scholarships the sections offered. Second, the OSB is seeking comments on section fund balances and the number of sections of the OSB generally. She said that the OSB identified two issues - that the section fund balances far exceed standard reserve necessary for such section's operating expenses and that the OSB has a very high number of sections compared to other states. Ms. Edwards then answered the Committee members' questions concerning these two issues and encouraged the Section to provide feedback to the OSB in writing before next Spring. Mr. Haglund replied that he will provide feedback to the OSB.

2. Treasurer's Report. The Section's Treasurer, Mr. Ludwig, reported that the financial condition of the Section during the months of July and August remained virtually unchanged. He said that the Section incurred no significant changes in its financial position since June and had very modest revenues and expenses during the last two months. He said that the ending Section fund balance was \$63,197.

3. Subcommittee Reports.

a. CLE. Mr. Denton provided an update to the Committee members on the planning for the CLE scheduled for November 18, 2016. He said that the subcommittee had lined up approximately one-half of the speakers and expected others to commit by the end of the week. Ms. Kiley also reported to the Committee members on the planning for the cannabis CLE scheduled for September 29, 2016, at the Hotel Lucia. She said 15 persons had registered so far. The Committee members then discussed taking this CLE and the previous quarterly CLE concerning indemnification on the road. Both Ms. Kiley and Mr. Volm, who coordinated the quarterly CLE on indemnification, agreed to explore taking these CLEs on the road later this year.

b. Outreach. Mr. Ludwig reported briefly on the initiatives that the Outreach Subcommittee was currently exploring. He said that based on his discussions with the Oregon Business Association it did not appear that that this organization was a good candidate for a seminar or event because it is primarily a lobbying organization. However, he said that the Oregon Business Association advised him to follow-up with the Technology Association of Oregon as a group to explore organizing an event or seminar. He also said that the Outreach

Subcommittee was still in the process of organizing an event similar to the one last year with the Oregon Society of Certified Public Accountants. The Committee members then discussed generally the planning for the 2017 retreat. They concluded that the Allison Inn remained the best choice because of its location in spite of the expense to hold the retreat there. Mr. Ludwig agreed to follow-up with Committee members regarding their availability in January 2017.

c. New Business Lawyers. Mr. Volm reported that the subcommittee is setting up a table at the swearing in for new lawyers on September 29, 2016. He said he will attend the swearing in on behalf of the Section.

d. Legislative. Mr. Haglund briefly reported on the status of two legislative proposals - one concerning the ratification of defective acts and the other concerning electronic technology. He said that legislative counsel had made more changes than anticipated to the proposed bill concerning electronic technology. He said that legislative counsel did not wish to track the Model Business Corporation Act language and instead wished to use plain language. He said he is looking at those changes. Mr. Haglund also said that the subcommittee was reviewing changes that Gary Berne had made to the proposed bill concerning ratification of defective acts. The Committee members then generally discussed other avenues to advance legislation to improve Oregon's statutes governing entities, and Mr. Haglund indicated that he would investigate if such other avenues are available.

e. Castles Award. Mr. Wuepper briefly reported to the Committee members that the subcommittee will be sending out its first notice for requests for nominations for the Castles Award. He then said the subcommittee will convene at a later date to select a recipient from the nominations submitted.

f. Nominating. Mr. Lenhart reported to the Committee members that the subcommittee is seeking an independent third party to serve as a member of this subcommittee. He said that the subcommittee, after selecting a third member, will meet to propose persons to be nominated to serve as officers and as members of the Section's Executive Committee for the coming year.

4. Adjournment. There being no further business, the meeting adjourned at 1:00 p.m.

Respectfully submitted,

David R. Ludwig, Acting Secretary